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JACK P. JAMES, III	TED W. WEEKS, III
MARK N. MILLER	
PATRICK J. MURPHY	A. H. LANE (RETIRED)

September 20, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

100002992521--0
-09/21/99-01056-004
****390.00 ****390.00

Re: CBA Properties II LLC, a Florida Limited Liability Company

Ladies and Gentlemen:

Enclosed please find the original and a duplicate of the following documents for the formation of the above named Florida Limited Liability Company:

- (a) The duly executed Articles Of Organization For A Florida Limited Liability Company;
- (b) The duly executed Affidavit Of Membership And Contributions; and
- (c) The duly executed Certificate Of Designation Of Registered Agent/Registered Office.

Our search of the Secretary of State's On-Line Records indicates that the aforesaid name is available for a Florida Limited Liability Company. After examination, please file the original of the Articles Of Organization and then furnish to the undersigned a Certificate Of Organization with respect to the above named Limited Liability Company.

Next, enclosed please find this Firm's check in the amount of \$390.00 to cover the filing fee for the Articles Of Organization in the amount of \$250.00, the filing fee for the Certificate Of Designation Registered Agent/Registered Office in the amount of \$35.00 and the fee for furnishing two certified copies in the amount of \$105.00.

LANE, TROHN, BERTRAND & VREELAND, P.A.

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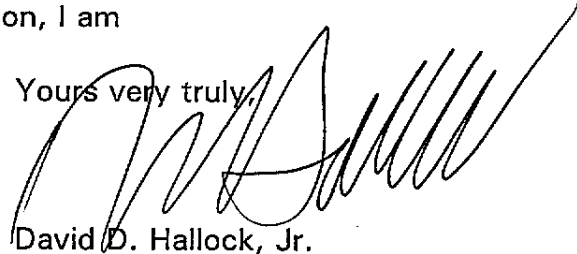
September 20, 1999

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If there are any questions concerning any of the foregoing, it would be greatly appreciated if you would telephone the undersigned collect at (941) 284-2208.

Thanking you for your usual cooperation, I am

Yours very truly,



David D. Hallock, Jr.

DDH/baw
Enclosures

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ARTICLES OF ORGANIZATION
FOR
CBA PROPERTIES II LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby present(s) these Articles of Organization for the formation of a Limited Liability Company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of the Limited Liability Company is CBA Properties II LLC.

ARTICLE II

PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Limited Liability Company is 500 South Florida Avenue, 8th Floor, Lakeland, Florida 33801-5271.

ARTICLE III

DURATION

The Limited Liability Company shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles of Organization.

ARTICLE IV

PURPOSE

The Limited Liability Company is organized for the purpose of transacting any and all lawful business.

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ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) is or are: Ronald C. Atkinson, 500 South Florida Avenue, 8th Floor, Lakeland, Florida 33801-5271, and Llewellyn N. Belcourt, 500 South Florida Avenue, 8th Floor, Lakeland, Florida 33801-5271.

ARTICLE VI
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Limited Liability Company is 500 South Florida Avenue, 8th Floor, Lakeland, Florida 33801-5271 and the name of the initial registered agent of the Limited Liability Company at that office is Ronald C. Atkinson.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Except to the extent otherwise provided in the Regulations of the Limited Liability Company, no additional person and no entity shall be admitted as a Member of the Limited Liability Company unless Member(s) holding more than fifty percent (50%) of the interests in the Limited Liability Company shall consent in writing to the admission to membership of such additional person or entity.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Limited Liability Company or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company, the

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remaining Members shall have the right to continue the business of the Limited Liability Company provided that Member(s) holding more than fifty percent (50%) of the interests in the Limited Liability Company shall consent in writing to such continuation of the business of the Limited Liability Company.

ARTICLE IX

INDEMNIFICATION

Except to the extent otherwise provided in the Regulations of the Limited Liability Company, the Limited Liability Company shall indemnify each person or entity who was or is a Member, director, officer, employee or agent of the Limited Liability Company to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Member or Members has or have executed these Articles of Organization this 20th day of September, 1999.



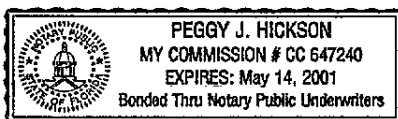
RONALD C. ATKINSON

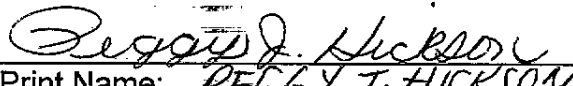
STATE OF FLORIDA,
COUNTY OF POLK.

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The foregoing instrument was acknowledged before me this 20th day of September, 1999, by RONALD C. ATKINSON (✓) who is personally known to me or () who has produced _____ as identification and who did not take an oath.

(Affix Notary Seal)





Print Name: PEGGY J. HICKSON
NOTARY PUBLIC, State of Florida
My Commission Expires:

CBA PROPERTIES II LLC

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being a Member or the Members of CBA Properties II LLC, hereby depose(s) and say(s):

1. The above named Limited Liability Company has at least one (1) Member.
2. The total amount of cash which has been contributed, which will be contributed or which is anticipated to be contributed by the Members to the above named Limited Liability Company is \$100,000.00.
3. No Member has contributed or has agreed to contribute any property to the above named Limited Liability Company.

IN WITNESS WHEREOF, the undersigned, being a Member or the Members of the above named Limited Liability Company, has or have signed this Affidavit this 20th day of September, 1999.



RONALD C. ATKINSON

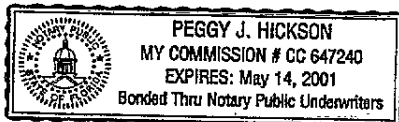
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NOTE: *In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.*

STATE OF FLORIDA,
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this 20th day of September, 1999, by RONALD C. ATKINSON (✓) who is personally known to me or () who has produced _____ as identification and who did not take an oath.

(Affix Notary Seal)



Peggy J. Hickson
Print Name: PEGGY J. HICKSON
NOTARY PUBLIC, State of Florida
My Commission Expires:

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is: CBA Properties II LLC.
2. The name and street address of its initial registered agent and initial registered office are: Ronald C. Atkinson, 500 South Florida Avenue, 8th Floor, Lakeland, Florida 33801-5271.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Ronald C. Atkinson

Date: September 20, 1999