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From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

LIMITED LIABILITY COMPANY

Lands End Winter Park, LLC

Certificate of Status	1
Certified Copy	1
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Articles of Organization
of
Lands End Winter Park, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Land End Winter Park, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 3001 Ponce de Leon Blvd., Suite 203, Coral Gables, Florida 33134, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Initial Members

The names and addresses of the initial members of the Company (the "Members") are:

Charles R. Hauser
11033 Girasol Avenue
Coral Gables, Florida 33156

Hunter R. Hughes
925 Marseilles Drive
Atlanta, Georgia 30327

Baker & Hostetler LLP
Post Office Box 112
Orlando, Florida 32802-0112
200 S. Orange Avenue, Suite 2300
Orlando, Florida 32801
(407)649-4017
Attn: Jeffrey E. Decker, Esquire

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Penelope B. Raney
8390 High Tarn Road
Dunwoody, Georgia 30350

Jeffrey L. Raney
1218 Brookhaven Park Place
Atlanta, Georgia 30319

ARTICLE V

Management

The management of the Company shall be reserved to the members. Charles R. Hauser and Jeffrey L. Raney, named as initial members, shall serve as the initial managing members until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, additional managing members of the Company to conduct the business affairs of the Company, all in accordance with the Regulations.

ARTICLE VI

Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Continuation of Business

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.

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DATED as of the 24th day of September, 1999.

A.G.C. Co., an Ohio corporation, as the
members' authorized representative

By: Kenneth C. Wright, Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 24th of September, 1999, by
Kenneth C. Wright, Vice President of A.G.C. Co., an Ohio corporation, as the members' authorized
representative. He is personally known to me or has produced identification.

Lori L. Colanin
(Notary Signature)

(NOTARY SEAL)

LORI L. COLANIN
(Notary Name Printed)
NOTARY PUBLIC

Commission No. _____



Lori L. Colanin
MY COMMISSION # 00846225 EXPIRES
May 25, 2001
BONDED THRU TROY FAIR INSURANCE, INC

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NOTARY PUBLIC
STATE OF FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, A.G.C. Co. submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Lands End Winter Park, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co. at 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: September 24, 1999.

A.G.C. Co., an Ohio corporation

By:

Kenneth C. Wright, Vice President

SEP 24 PM 4:16

Fax Audit Number: H99000024052 5

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members' authorized representative of Lands End Winter Park, LLC, deposes and says:—

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$0.
3. The total amount of property of value, real or personal, other than cash, to be contributed by the members is \$309,187.
4. The total amount of additional cash or property anticipated to be contributed by the members is \$0.
5. The total amount of 2, 3 and 4 is \$309,187.

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

Dated: September 24, 1999.

A.G.C. Co., an Ohio corporation, as the
members' authorized representative

By: 

Kenneth C. Wright, Vice President

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