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September 28, 1999

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

000003001740--4
-09/30/99-01064--009
*****337.50 *****337.50

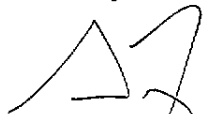
Re: Articles of Organization of Mayford, LLC
Our File No. 1470-009

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Organization and Affidavit of Membership and Contributions of Mayford, LLC together with a check in the amount of \$337.50 payable to the Florida Department of State to cover filing fees for both entities.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,


Gary A. Forster

GAF/lih
Enclosures

FILED
09 SEP 30 AM 9:38
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR MAYFORD, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is MAYFORD, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 5448 Hoffner Avenue, Suite #303, Orlando, Florida 32812.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its managing members, and the names and addresses of the managing members are:

M. A. Joint Venture

5448 Hoffner Avenue, Suite #303
Orlando, Florida 32812

The James Ford Trust

9452 Thurloe Place
Orlando, FL 32827

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 5448 Hoffner Avenue, Suite #303, Orlando, Florida 32812 and the initial Registered Agent at such address is M.A. Joint Venture.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned managing member of the members affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 15th day of September, 1999.

M.A. JOINT VENTURE

ARCADIA, INC., GENERAL PARTNER

By: 
Chris Deverell, President

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99 SEP 30 AM 9:38
CLERK OF CIRCUIT
PALM BEACH COUNTY, FLORIDA

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 18 day of September, 1999.

M.A. JOINT VENTURE

ARCADIA, INC., GENERAL PARTNER

By: 
Chris Deverell, President

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CLERK OF COURT
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR MAYFORD, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

M.A. JOINT VENTURE, as Managing Member of **MAYFORD, LLC**, deposes and says:

1. The above-named limited liability company has at least 3 members.
2. The total amount of cash contributed by the members(s) is \$1,000.00
3. If any, the agreed value of property other than cash contributed by Member(s) is \$-0-
4. The amount of cash or property anticipated to be contributed by Member(s) is \$-0-
5. The total amounts of 2, 3 and 4 is \$1,000.00

Under penalties of perjury, I, Chris Deverell, declare that I have read the foregoing and know the contents thereof. In accordance with Section 608.408(3) Florida Statutes, my execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

MAYFORD, LLC

M.A. JOINT VENTURE, MANAGING MEMBER

ARCADIA, INC., GENERAL PARTNER

By: 
Chris Deverell, President

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99 SEP 30 AM 9:38
TALLAHASSEE, FLORIDA