

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #PCA-14

99000008664

CONTACT: CINDY HICKS

DATE: 12-10-99

REF. #: 0457.9484

CORP. NAME: Wtm Fountains, L.L.C

600003066376--3  
-12/10/99--01037--011  
\*\*\*\*155.00 \*\*\*\*155.00

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                        |
| <input type="checkbox"/> OTHER: _____                |   |   |

WZ 12/10

FILED  
99 DEC 10 AM 11:48  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 6075 3450 FOR \$ 5.00 155.00

600003066376--3  
-12/10/99--01037--010  
\*\*\*\*\*5.00 \*\*\*\*\*5.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |  |   |

RECEIVED  
99 DEC 10 AM 10:20  
TALLAHASSEE, FLORIDA

Examiner's Initials \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
WM FOUNTAINS, L.L.C.**

**ARTICLE I**

**NAME**

The name of this limited liability company (the "Company") is **WM FOUNTAINS, L.L.C.** and its mailing address is 5301 Conroy Road, Suite 180, Orlando, FL 32811, and the principal place of business of the Company shall be located at 5301 Conroy Road, Suite 180, Orlando, FL 32811.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Company shall commence existence on the date of signing these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company Regulations from time to time.

**FILED**  
99 DEC 10 AM 11:48  
TALLAHASSEE  
FLORIDA

#### **ARTICLE IV**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located at 5301 Conroy Road, Suite 180, Orlando, FL 32811, and the initial registered agent of this Company at that address shall be **CHARLES WHITTALL**. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

#### **ARTICLE V**

#### **MANAGEMENT**

The management or conduct of the business and affairs of the Company is reserved to the members, and the name and street address of the initial members are:

Charles Whittall  
5301 Conroy Rd., Ste 180  
Orlando, FL 32811

Lee J. Maher  
5301 Conroy Rd., Ste 180  
Orlando, FL 32811

#### **ARTICLE VI**

#### **REGULATIONS**

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

#### **ARTICLE VII**

#### **ADMISSION OF NEW MEMBERS**

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Regulations of the Company.

FILED  
99 DEC 10 AM 11:48  
CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA

**ARTICLE VIII**

**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,**

**DISSOLUTION OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company as provided in the Regulations of the Company.

**ARTICLE IX**

**AMENDMENT**

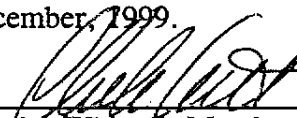
This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

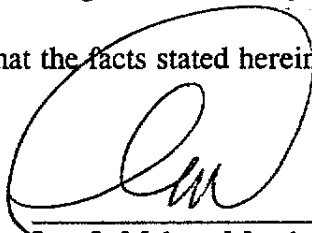
**ARTICLE X**

**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this 9<sup>th</sup> day of December, 1999.

  
\_\_\_\_\_  
Charles Whittall, Member

  
\_\_\_\_\_  
Lee J. Maher, Member

FILED  
99 DEC 10 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

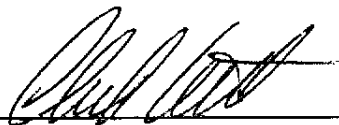
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

**WM FOUNTAINS, L.L.C.** (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **Charles Whittall** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5301 Conroy Road, Suite 180, Orlando, FL 32811.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 9<sup>th</sup> day of December, 1999.

  
\_\_\_\_\_  
Charles Whittall  
Registered Agent

**FILED**  
99 DEC 10 AM 11:48  
CLERK OF COURT  
TALLAHASSEE FLORIDA