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CHARLES DAWSON BARNETT
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PALM BEACH GARDENS, FLORIDA 33418
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December 8, 1999

FILED
STATE
DIVISION OF CORPORATIONS
99 DEC 10 PM 12:10

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: R. P. Realty, L.L.C.
R. P. Budget, L.L.C.

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-12/10/99--01007--011
****160.00 ****160.00

Dear Sir:

Enclosed please find two original copies of the Articles of Organization for each of R. P. Realty, L.L.C. and R. P. Budget, L.L.C. and the Certificate of Designation and Acceptance of Registered Agent executed by Charles D. Barnett. Also enclosed are separate checks each in the amount of \$160.00 for the filing fees.

Please file the Articles and return one of the copies of each to me together with your Certificate of Status.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,

Charles D. Barnett

Charles D. Barnett

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Enclosures

ARTICLES OF ORGANIZATION OF

R. P. REALTY, L.L.C.

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DIVISION OF CORPORATIONS

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The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:

1. **Name.** The name of the limited liability company is R. P. REALTY, L.L.C. (the "Company").

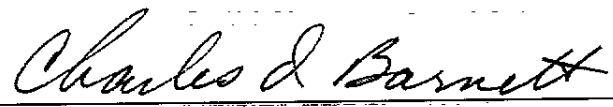
2. **Principal Place of Business.** The mailing address and the street address of the Company's principal place of business is 555 South Federal Highway, Suite 320, Boca Raton, Florida 33432.

3. **Management.** The business of the Company shall be conducted under the management of its members.

4. **Registered Agent and Office.** The name of the Company's registered agent, whose Consent to Appointment as Registered Agent accompanies these Articles, is Charles D. Barnett and the address of the registered office is 8412 Native Dancer Road, Palm Beach Gardens, Florida 33418.

5. **Additional Liability of Members.** No additional capital contributions of the members will be required.

DATED this 8 day of December, 1999.


Authorized Representative of Member

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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

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Having been named Registered Agent and designated to accept service of process for the above stated limited liability company, at the address designated herein pursuant to the provisions of section 608, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: December 8, 1999



CHARLES D. BARNETT