

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

800-342-8086

L95000000123

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000002
REFERENCE : 541556 9347A
AUTHORIZATION : *Patricia Pyrite*
COST LIMIT : ~~9 2007.00~~ *285.00*

FILED
95 FEB 10 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 10, 1995

ORDER TIME : 10:39 AM

ORDER NO. : 541556

CUSTOMER NO: 9347A

CUSTOMER: Steven P. Kushner, Esq
GOLDBERG GOLDSTEIN & BUCKLEY

1515 Broadway Street
P. O. Box 2366
Fort Myers, FL 33901

RECEIVED
95 FEB 10 AM 11:19
SECRETARY OF STATE

DOMESTIC FILING

L 95000000123

NAME: MATTER BROTHERS REAL ESTATE,
L.C.

XX - LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE
2-3-95

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS:

TV
2-10-95

EFFECTIVE DATE
2-3-75

ARTICLES OF ORGANIZATION
OF
MATTER BROTHERS REAL ESTATE, L.C.

FILED
95 FEB 10 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is MATTER BROTHERS REAL ESTATE, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exist for thirty (30) years from the such date unless sooner terminated as provided herein.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purposes of transacting any and all lawful business authorized for Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is c/o Matter Bros. Furniture, 11750 Cleveland Avenue, Fort Myers, Florida 33907.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is Steven P. Kushner. The street address of the initial registered office of this Limited Liability Company is 1515 Broadway, Fort Myers, Florida 33901.

Having been named to accept service of process for MATTER BROTHERS REAL ESTATE, L.C., I hereby 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.

ACCEPTED BY:


Steven P. Kushner

ARTICLE VI

CAPITAL

The minimum capital of the Limited Liability Company is Four Hundred Dollars (\$400.00) shall be paid in cash. Additional capital contributions may be required in accordance with the terms of the Agreement of Operations, or Regulations, of Matter Brothers Real Estate, L.C.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by majority vote (in interest) of the existing members. The initial Members are as follows:

Gary F. Matter
John C. Matter

Stewart W. Matter, II
Thomas M. Matter

ARTICLE VIII

DISSOLUTION - WINDING UP - LIQUIDATION

A. Dissolution. Subject to the terms of Subsection B, below, the Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the terms specified herein.
2. Withdrawal, retirement, death, resignation, bankruptcy or expulsion of any Member.
3. Dissolution of any Member who is an entity.
4. Agreement of the Members.

B. Right to Continue Business. Notwithstanding Subsection A above, the non-terminated Members ("Remaining Members") of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, despite the occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by written notice by any one or more of the Remaining Members (representing at least a majority of the interests in the Limited Liability Company) to the other Remaining Members within thirty (30) days of any event described in Subsection A. of this Article.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by a committee appointed by the Members. The initial members of the management

committee, i.e. the Managers, shall be comprised of the Members whose respective names and addresses are:

John C. Matter
11750 Cleveland Avenue
Fort Myers, FL 33907

Stewart W. Matter, II
11750 Cleveland Avenue
Fort Myers, FL 33907

Gary F. Matter
11750 Cleveland Avenue
Fort Myers, FL 33907

Thomas M. Matter
11750 Cleveland Avenue
Fort Myers, FL 33907

These individuals will shall serve until the first annual meeting of members, to be conducted in 1996. Appointment to the management committee, at that time, and in future years, will be governed by the Articles of Operation for Matter Brothers Real Estate, L.C.

IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization of MATTER BROTHERS REAL ESTATE, L.C., effective this 7th day of February, 1995.

WITNESSES;

x Pam Hunter

✓ Carl H. Kester

✓ Pam Hunter


x Carl H. Kester

x Pam Hunter


✓ Carl H. Kester

✓ Pam Hunter

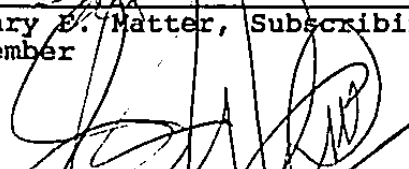
✓ Carl H. Kester



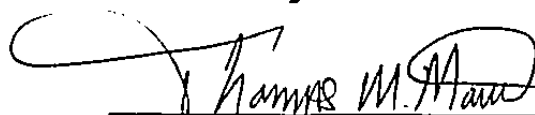
John C. Matter, Subscribing Member



Gary F. Matter, Subscribing Member



Stewart W. Matter, II, Subscribing Member

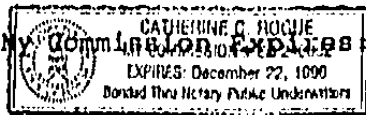


Thomas M. Matter, Subscribing Member

State of Florida)
County of Lee)

I HEREBY CERTIFY that before me this day, personally appeared, JOHN C. MATTER, to me known to be the individual described in and who executed the foregoing Articles of Organization and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 21st day of JANUARY, 1995.



Catherine C. Rogie
Notary Public

Print Name

State of Florida)
County of Lee)

I HEREBY CERTIFY that before me this day, personally appeared, GARY F. MATTER, to me known to be the individual described in and who executed the foregoing Articles of Organization and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 21st day of February, 1995.

My Commission Expires:



Margaret A. Smith
Notary Public

MARGARET A. SMITH
Print Name

State of Florida)
County of Lee)

I HEREBY CERTIFY that before me this day, personally appeared, STEWART W. MATTER, II, to me known to be the individual described in and who executed the foregoing Articles of Organization and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 3rd day of February, 1995.

Margaret A. Smith
Notary Public

My Commission Expires:

MARGARET A. SMITH
Print Name

State of Florida)
County of Lee)

TM
I HEREBY CERTIFY that before me this day, personally appeared, THOMAS M. MATTER, to me known to be the individual described in and who executed the foregoing Articles of Organization and acknowledged before me that he executed same for the purposes therein expressed. By Thomas M. Matter PLict # 360-833-61-253-0

WITNESS my hand and official seal in the County and State named, this 27th day of January, 1995.

Brigitte K. Atkins
Notary Public

My Commission Expires:

Brigitte K. Atkins
Print Name



AFFIDAVIT
OF MEMBERSHIP AND CONTRIBUTIONS
MATTERS BROTHERS REAL ESTATE, L.C.

FILED
95 FEB 10 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED authorized representative of a member
MATTER BROTHERS REAL ESTATE, L.C., deposes and says:

1. the above named limited liability company has at least two members;
2. the total amount of cash contributed by the members is \$400.00;
3. the total amount of cash anticipated to be contributed by members is \$1,000.00. It is not anticipated that any non-cash property will be contributed.

WITNESSES:

Pam Hester
Carl H. Kero

MATTER BROTHERS REAL ESTATE, L.C., a
Florida limited liability company

By:

John C. Matter, authorized
representative of a Member

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, JOHN C. MATTER, as an authorized representative of a Member of Matter Brothers Real Estate, L.C., to me known to be the individual described in and who executed the foregoing Affidavit and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 31st day of JANUARY, 1995.

My Commission Expires:



Catherine C. Rogue
Notary Public

Print Name

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Gandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB 12 PM 2:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000123

MATTER BROTHERS REAL ESTATE, L.C.
& MATTER BROS. FURNITURE
~~11750 CLEVELAND AVE.~~
~~FORT MYERS FL 33907~~

1a. Principal Place of Business Address *CR 2-19*
~~8 MATTER BROS. FURNITURE~~
~~11750 CLEVELAND AVE.~~
~~FORT MYERS FL 33907~~

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc. 40528 U.S. 19 N.	Suite, Apt. #, etc. 40528 U.S. 19 N.	02/03/1995	FL
City & State Tarpon Springs, FL	City & State Tarpon Springs, FL	4. FET Number 65-0561019	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 34689	Zip 34689	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> <small>SR - Additional Fee Required</small>

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent
KUSHNER, STEVEN P 1515 BROADWAY FORT MYERS FL 33901	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (E311 Registered Agent signature required when re-registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MATTER, JOHN C	11750 CLEVELAND AVE.	FORT MYERS FL
MGRM	MATTER, GARY F	11750 CLEVELAND AVE.	FORT MYERS FL
MGRM	MATTER, STEWART W II	11750 CLEVELAND AVE.	FORT MYERS FL
MGRM	MATTER, THOMAS M	11750 CLEVELAND AVE.	FORT MYERS FL

300001719913
-02/21/96--01002--028
***238.75 ***238.75

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *John C. Matter* _____
SIGNATURE AND PRINTED CAPSULED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date _____ Daytime Phone # _____

FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra D. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
JUN 29 11:19

FILING FEE \$ 203.75 Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Mailing Address of Limited Liability Company
DOCUMENT # L95000000123
MATTER BROTHERS REAL ESTATE, L.C.
3 MATTER BROS. FURNITURE
40528 U.S. 19 NORTH
TARPON SPRINGS FL 34689

1a. Principal Place of Business Address
3 MATTER BROS. FURNITURE
40528 U.S. 19 NORTH
TARPON SPRINGS FL 34689

2. Principal Place of Business
2a. Mailing Address
Suite, Apt. #, etc.
City & State
Zip Country

3. Date Organized or Qualified 02/03/1995
3a. State of Formation FL
4. FEI Number 65-0561019
5. Date of Last Report 02/12/1996
6. Certificate of Status Desired
 Applied For
 Not Applicable
 \$275 Additional Fee Required

7. Name and Address of Current Registered Agent
KUSHNER, STEVEN P
1515 BROADWAY
FORT MYERS FL 33901

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City State Zip Code
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstated)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MATTER, JOHN C	11750 CLEVELAND AVE.	FORT MYERS FL
MGRM	MATTER, GARY F	11750 CLEVELAND AVE.	FORT MYERS FL
MGRM	MATTER, STEWART W II	11750 CLEVELAND AVE.	FORT MYERS FL
MGRM	MATTER, THOMAS M	11750 CLEVELAND AVE.	FORT MYERS FL

400002074004--S
-01/30/97-101076--006
*123.75 ****203.75

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Tom Matter 1/15/97 (813)942-3618
DATE HERE