

L95000000345

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: 495 N.E. 38th St, L.C.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY -8 PM 2:54

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File	300001483243	
<input type="checkbox"/> Dissolution/Withdrawal	-05/10/95--01110--002	
<input type="checkbox"/> C U S.	***337.50	***337.50
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Financial Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>JW</u>	_____	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

WALK-IN Will Pick Up 58

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -0 PH 2:56

ARTICLES OF ORGANIZATION
OF
495 N.E. 83RD ST., L.C.

ARTICLE I

The name of the limited liability company formed hereby is 495 N.E. 83RD ST., L.C.

ARTICLE II

The duration of the 495 N.E. 83RD ST., L.C. shall be until December 31, 2050, unless sooner dissolved.

ARTICLE III

The mailing address and street address of 495 N.E. 83RD ST., L.C. is:

c/o Juan Pino
7922 N.W. 164th Terrace
Miami Lakes, Florida

ARTICLE IV

The Registered Agent of 495 N.E. 83RD ST., L.C. and his address in the State of Florida is:

Juan Pino
7922 N.W. 164th Terrace
Miami Lakes, Florida

ARTICLE V

The Members may admit additional Members with the approval of the Managing Member and of a majority of the Members, on such terms and conditions as may be approved by the Managing member, a majority of the Members and the additional Member to be admitted.

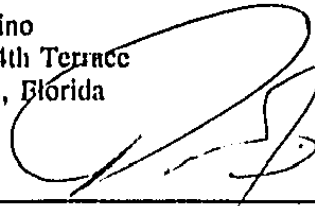
ARTICLE VI

The remaining Members of 495 N.E. 83RD ST., L.C. have the right to continue the business of 495 N.E. 83RD ST., L.C. upon 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 495 N.E. 83RD ST., L.C.

ARTICLE VII

495 N.E. 83RD ST., L.C. is to be managed by a Managing member. The initial Managing Member to serve until his successor is elected and qualified is:

Juan Pino
7922 N.W. 164th Terrace
Miami Lakes, Florida



Juan Pino, Managing Member

CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION

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DIVISION OF CORPORATIONS

95 MAY -8 PM 2:54

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is 495 N.W. 83RD ST., L.C.
2. The name and address of the Registered Agent and office is:

Juan Pino
7922 N.W. 164th Terrace
Miami, Lakes, Florida

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.



Juan Pino, Registered Agent

Date: 5-4-95

495 N.W. 83RD ST., L.C.

By 

Juan Pino, Managing Member

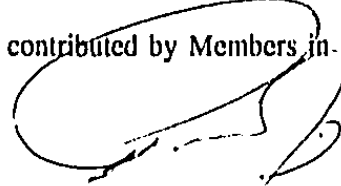
AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS

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95 MAY -8 PH 2:54

STATE OF FLORIDA
COUNTY OF DADE

The undersigned, Juan Pino, Managing Member of 495 N.W. 83RD ST., 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 \$ 60,000.^{xx}.
3. The agreed value of property other than cash contributed by members is \$-0-.
4. The total amount of cash anticipated to be contributed by Members in the future
is \$-0-.



Juan Pino, Managing Member

SWORN TO AND SUBSCRIBED BEFORE ME, this 4 day of May, 1995.


Notary Public, State of Florida


FRED K. KLICKSTEIN
My Commission CC433720
Expires Mar 02, 1999
Bonded by NFNU
No. 224-6368

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

**APPROVED
AND
FILED**

1996 APR -4 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1 Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000345**

495 N.E. 83RD ST., L.C.
 & JUAN PINO
 7922 N.W. 164TH TERRACE
 MIAMI LAKES FL

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

1a. Principal Place of Business Address

& JUAN PINO
 7922 N.W. 164TH TERRACE
 MIAMI LAKES FL

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

3. Date Organized or Qualified 05/08/1995	3a. State of Formation FL
4. FEI Number 65-0587959	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$875 Additional Fee Required

7. Name and Address of Current Registered Agent

PINO, JUAN
 7922 N.W. 164TH TERRACE
 MIAMI LAKES FL

8. Name and Address of New Registered Agent

Name _____
 Street Address (P.O. Box Number is Not Acceptable) _____
 Suite, Apt #, etc _____
 City _____ State **FL** Zip Code _____

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) (All Registered Agent signatures required when appointed)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	PINO, JUAN	7922 N.W. 164TH TERRACE	MIAMI LAKES FL

40000177530-1
 -04/10/96--01044--016
 ***238.75 ***238.75

Handwritten initials/signature

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: *[Handwritten Signature]* *[Handwritten Initials]*