

L9800001934

SHEAR, NEWMAN, HAHN & ROSENKRANZ
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

DEBRA L. BOJE
MINDY P. BROSTEE
GLENN M. BURTON
JEFFREY DREW BUTT⁴
JOSEPH FRANCIS DIACO, JR.
SCOTT P. DISTASIO⁵
SCOTT T. FARRELL
JAMES R. FREEMAN⁵
CARL A. GOLDMAN
WILLIAM E. HAHN²
THOMAS M. HOELER¹
BRUCE DOUGLAS LAMB

201 EAST KENNEDY BLVD.
TENTH FLOOR
TAMPA, FLORIDA 33602
POST OFFICE BOX 2378
TAMPA, FLORIDA 33601
(813) 228-8530
FAX (813) 221-9122

ROLANDEE LAMB²
MATTHEW J. MEYER
RODNEY W. MORGAN
JERRY L. NEWMAN^{2,5}
WILLIAM R. PAUL
JOSH L. POE
MARK J. RACUSA
STANLEY W. ROSENKRANZ³
MARILYN DRIVAS SANDBORN
KELLY JO SCHMEDT
CHRISTOPHER J. SCHULTE
L. DAVID SHEAR
PAUL M. WEEKLEY

¹BOARD CERTIFIED APPELLATE LAWYER
²BOARD CERTIFIED CIVIL TRIAL LAWYER
³BOARD CERTIFIED IN TAXATION
⁴BOARD CERTIFIED REAL ESTATE LAWYER
⁵CERTIFIED CIRCUIT COURT MEDIATOR

September 17, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100002644411--6
-09/21/98--01059--003
***285.00 ***285.00

Re: C. S. Terry, L.L.C.

Ladies and Gentlemen:

Enclosed are two manually signed duplicates of the Articles of Organization for a Florida limited liability company named C. S. Terry, L.L.C.

I am also enclosing our client's check in the amount of \$285 (including a \$250 filing fee for the Articles of Organization and a \$35 registered agent fee).

Please date stamp the filing information on one of the enclosed duplicates of the Articles of Organization and return it to me in the enclosed return envelope. Thank you for your prompt handling of this matter.

FILED
SEP 21 4:30
STATE
SECRETARY OF
TALLAHASSEE
FLORIDA

Sincerely,

SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

William R. Paul L98-1934
William R. Paul

WRP/jk
Enclosures
[0392818.WP]

Name	WRP-21
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION *and Affidavit*
FOR
FLORIDA LIMITED LIABILITY COMPANY
NAMED
C. S. TERRY, L.L.C.

The undersigned member hereby adopts these Articles of Organization for the purpose of forming a limited liability company (the "**Company**") under the Florida Limited Liability Company Act (the "**Act**").

Article I. Name.

The name of the Company shall be C. S. Terry, L.L.C.

Article II. Address.

The mailing address and street address of the principal office of the Company is:

2111 Kolomyia
West Bloomfield, Michigan 48324

Article III. Duration.

The Company shall begin its existence on the date of the filing of these Articles of Organization with the Florida Department of State, and it shall have perpetual existence thereafter.

Article IV. Management.

The Company shall be managed by its members. The members have the power, on behalf of the Company, to do all things necessary or convenient to carry out the business and affairs of the Company; and the name and address of the only member of the Company on the date of the organization are:

Charles L. Terry
2111 Kolomyia
West Bloomfield, Michigan 48324

Article V. Admission of Additional Members.

Additional members shall only be admitted to the Company upon the unanimous written consent of the members of the Company pursuant to an agreement between the then members and the prospective new member. If the members do not give the required consent, the

FILED
98 SEP 21 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

prospective new member, including any assignee of a member, shall not become a member and shall have no right to participate in the management of the Company.

Except in the case of a member's personal representative, no member may transfer all or any part of such member's membership status, or any right to participate in the management of the Company, without the unanimous written consent of the members. If the members give the required consent, any transferee of a member's interest is admitted to the membership in the Company. If the members do not give the required consent, any transferee of a member's interest does not become a member and has no right to participate in the management of the Company.

A member's "personal representative" includes only such person or entity who succeeds to such member's estate as a result of such member's death or legal incompetence, and any such personal representative shall become a member effective upon being designated as the personal representative.

Article VI. Affidavit of Membership and Contributions.

The undersigned member hereby certifies that (1) the Company has at least one member; (2) he has contributed \$1,000 to the capital of the Company; and (3) the total amount of capital, including cash and other property, contributed and anticipated to be contributed by the sole member of the Company is the aforesaid \$1,000. The Company shall reimburse the members for all expenses reasonably incurred and paid for by the members on behalf of the Company. No member shall be required to make any additional capital contributions to the Company.

Article VII. Dissolution and Winding Up.

The Company shall dissolve and commence winding up and liquidating procedures upon the first to occur of the following:

- (a) Sale of all or substantially all of the Company property, unless all of the members vote to continue the Company; or
- (b) The vote by all of the members of the Company to dissolve, wind up, and liquidate the Company.

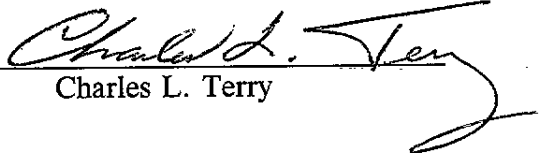
Article VIII. No Personal Liability.

Unless expressly assumed, a member of the Company shall not be liable for the acts, debts or liabilities of the Company. The Company, its receiver or its trustee (in the case of its receiver or trustee, to the extent of its property) shall indemnify, save harmless, and pay all judgments and claims against each member of the Company relating to any liability or damage incurred by reason of any acts performed or omitted to be performed by such member in

connection with business of the Company (provided that, with respect to the act or omission of the members complained of, the member acted in good faith), including attorneys' fees incurred by such member in connection with the defense of any action based upon any such act or omission, which attorneys' fees may be paid as they are incurred, including any liabilities asserted under the federal securities laws and any state's securities laws, as permitted by law.

To the full extent permitted by the Act, as amended from time to time (or any successor law thereto), all members are released from liability to the Company for damages and other monetary relief on account of any act, omission, or conduct in the member's managerial capacity.

IN WITNESS WHEREOF, the undersigned sole member of the Company has executed these Articles of Organization on July 07, 1998.



Charles L. Terry

FILED
98 SEP 21 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

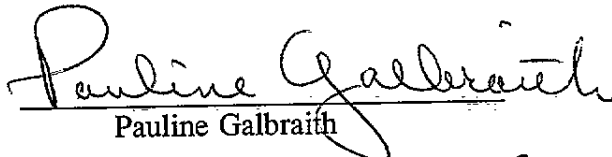
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is C. S. Terry, L.L.C.
2. The name and Florida street address of the registered agent, and the registered office constituting such street address, are:

Pauline Galbraith
Unit 303L
3680 Ironwood Circle
Bradenton, Florida 34209

Having been named as registered agent and having agreed to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Pauline Galbraith

Date: Aug. 12-1998

[0382060.01]

FILED
98 SEP 21 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA