L98000002459

O'CONNELL & O'CONNELL

ATTORNEYS AT LAW
CHARTERED

Philip J. O'Connell
Paul V. O'Connell

4260 Central Avenue
St. Petersburg, FL 33711
Phone: (813) 327-7121
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October 26, 1998

Department of State
409 East Gaines Street
Tallahassee, FL 32399

800002673528--4
-10/27/98--01065--005
****346.25 ****346.25

Re: Mary Ann Bonsey
Bonz Limited Liability Company

Gentlemen:

Please find enclosed, the following documents, for filing:

A. Articles of Organization
B. Regulations for a Florida Limited Liability Company
C. Certificate of Designation of Registered Agent\Registered office
D. Affidavit of Membership and Contributions
E. A check in the amount of $346.26

FILED
98 OCT 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please contact me if any there are any problems with any of the enclosures. The buyer is anticipating the closing on said property on Thursday, October 29, 1998.

Sincerely,

Rita M. Wilson

Rita M. Wilson
Administrative Secretary
enclosure(s)
copy: file

Rita Wilson GAVE
AUTHORIZATION BY PHONE TO
~~CORRECT~~ add principal address
DATE 10/29/98
DOC. EXAM. dcc
(added to last page of articles)

Name Availability	10/29/98
Document Examiner	DCC
Updater	DCC
Updater Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

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Articles of Organization
for
BONZ LIMITED COMPANY,

a Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be Bonz Limited Company.

2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing address is 450 Treasure Island Causeway, Apt.#611 Treasure Island, FL 33706.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Mary Ann Bonsey, 450 Treasure Island Causeway, Treasure Island, Apt. #611, FL 33706.

5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

6. Right to Continue Business. The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. Management of Company. The business of the Company shall be managed by:
The company is to be managed by managers. The name(s) and address(s) of the manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name(s)	Address(s)
MARY ANN BONSEY	450 TREASURE ISLAND CAUSEWAY, APT. #611 TREASURE ISLAND, FL 33706
MICHAEL D. ARMISTEAD	450 TREASURE ISLAND CAUSEWAY, APT. #611 TREASURE ISLAND, FL 33706

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

11. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

12. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

and this Operating Agreement. Dividends may be paid in cash or in property.

ARTICLE XXII
Conflict of Interest

A. No contract or other transaction between this company and one (1) or more of its managers, or between this company and any other corporation, firm, association or other entity in which one or more of its managers are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such manager or managers are present at the meeting of the Managers, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested manager or managers.

2. If such common directorship, officership or financial interest is disclosed or known to the managers entitled to vote thereon, and such contract or transaction is approved by major vote of the managers; or

3. If the contract or transaction is fair and reasonable as to the company at the time it is approved by the Managers, a Committee or the members.

B. Common or interested Members may be counted in determining the presence of a quorum at a meeting of the Managers or of a committee which approves such contract or transaction.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: 10/26/98

By: ______________________
MARY ANN BONSEY

By: ______________________
MICHAEL D. ARMISTEAD

Principal address is 7019 Central Avenue, St. Petersburg, FL 33710-7559

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BONZ, 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 member(s) is $225,000.00.

3. If any, the agreed value of property other than cash contributed by member(s) is $ N/A. A description of the property is attached and made a part hereto.

4. The amount of cash or property anticipated to be contributed by member(s) is $ N/A.

5. The total amounts of 2, 3 and 4 is $ 225,000.00.

Mary Ann Bonse

Signature of a member or authorized representative of a member.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

BONZ, L.C.

2. The name and address of the registered agent and office is:

MARY ANN BONSEY
(Name)

450 TREASURE ISLAND CAUSEWAY,
APT.#611
(P.O. Box not acceptable)

TREASURE ISLAND, FL 33706
(City/State/Zip)

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TALLAHASSEE, 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 this 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 I am familiar with and accept the obligations of my position as registered agent.

Mary Ann Bonsey
MARY ANN BONSEY

10/26/98
(DATE)

(Filing Fee: $35 for Designation of Registered Agent)