

L9800000 2688

FILING COVER SHEET

REFERENCE: D262. 4482

DATE: 11-12-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Fair Oaks, L.L.C.
WA8-25552

DIVISION OF SECRETARY OF CORPORATIONS
 98 NOV 12 PM 1:28

STATE FEES PREPAID WITH CHECK # 3605 FOR \$ 337.50

600002686206--4
 -11/12/98--01082--030
 ****337.50 ****337.50

PLEASE FILE:

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

9

PROVIDE US WITH:

- CERTIFIED COPY CERTIFICATE OF STATUS STAMPED COPY

Examiner's Initials

RECEIVED
 98 NOV 12 PM 2:57
 BY 11/12/98

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1998

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: FAIR OAKS, L.L.C.
Ref. Number: W98000025552

FILED OF STATE
SECRETARY OF CORPORATIONS
98 NOV 12 PM 1:27

We have received your document for FAIR OAKS, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 398A00054730

RECEIVED
98 NOV 13 PM 12:12
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

FAIR OAKS VENTURES, L.L.C.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 12 PM 1:27

The undersigned organizer hereby executes this Articles of Organization (“Articles”) for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the “Company”) shall be:

FAIR OAKS VENTURES, L.L.C.

ARTICLE II

Duration

The Company’s existence shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

2923 Lawn Avenue
Tampa, Florida 33611

FILED STATE
SECRETARY OF CORPORATIONS
98 NOV 12 PM 1:27

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 2923 Lawn Avenue, Tampa, Florida, 33611, and the initial registered agent of the Company at such office shall be Harold W. Mullis, Jr. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V

Business and Purposes

The general purpose for which the Company is organized is the transfer of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 1:27

ARTICLE VI

Admission of Members

The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations of the Company (the "Regulation").

ARTICLE VII

Continuation of Business

The members may, by majority vote or as otherwise provided in the Regulation, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company under applicable law.

ARTICLE VIII

Management of Business

Unless otherwise provided in the Regulation, the business and affairs of the Company shall be managed by the members.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 1:27

ARTICLE IX

Managing Managers

The initial managing members of the Company shall be the following persons or entities, such persons or entities to hold office until their successors have been duly elected and qualify. The name and street address of the initial managers are:

<u>Name</u>	<u>Address</u>
Harold W. Mullis, Jr.	2923 Lawn Avenue Tampa, Florida 33611
WLS Bayshore Corp.	3601 Bayshore Boulevard Tampa, Florida 33629

P95000080424

ARTICLE X

Regulations

(a) The power to adopt the Regulations, to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of the Company.

(b) The Regulations of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not

inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

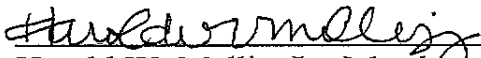
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 1:27

ARTICLE XI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and the Regulations, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 607.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.


Harold W. Mullis, Jr., Member

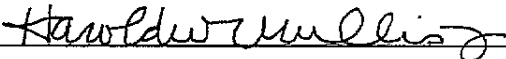
FAIR OAKS VENTURES, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 1:27

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 10th day of November, 1998.


Harold W. Mullis, Jr.

FAIR OAKS VENTURES, L.L.C.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 1:27

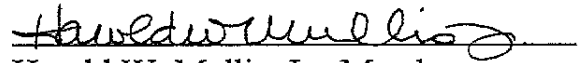
The undersigned, Harold W. Mullis, Jr., as a member of FAIR OAKS VENTURES, L.L.C.
a Florida limited liability company (the "Company"), does hereby certify:

1. The Company has at least two (2) members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. The total amount of property other than cash being contributed by the members is \$0.
4. The total amount of additional cash and property anticipated to be contributed by the members is \$0.

DATED this 10th day of November, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


Harold W. Mullis, Jr., Member