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Ronald S. Webster
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Royal Palm Mall
985 North Collier Boulevard
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Telephone (941) 394-8999
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December 15, 1998

Secretary of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

RE: Kapazunder, L.L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization together with a copy relative to the above-mentioned Limited Liability Company. Also enclosed is a check in the sum of \$78.75 representing the filing fee in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact me.

Sincerely,

Ronald S. Webster/mae
Ronald S. Webster

Name	12/15/98 R.S.W./maa
Availability	DCC enclosure(s)
Document Examiner	DCC
Underwriter	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. TAX _____
FILING 215.00
R. AGENT FEE _____
C. L. _____
T. _____
N. BANK _____
B. DE DUE _____
REFUND _____

W99000028537


Ronald S. Webster
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Royal Palm Mall
985 North Collier Boulevard
Marco Island, Florida 34145

Telephone (941) 394-8999
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December 31, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

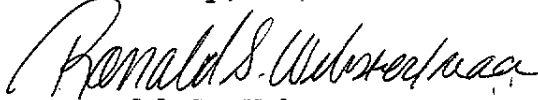
RE: Kapazunder, LLC

Dear Sir or Madam:

Enclosed please a check in the sum of \$215.00 representing the additional filing fees for the above mentioned limited liability company.

Should you have any questions relative to this matter, please do not hesitate to contact this office.

Sincerely,


Ronald S. Webster

RSW/maa
enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

RONALD S. WEBSTER
ROYAL PALM MALL
985 NORTH COLLIER BOULEVARD
MARCO ISLAND, FL 34145

SUBJECT: KAPAZUNDER, L.L.C.
Ref. Number: W98000028537

We have received your document for KAPAZUNDER, L.L.C. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

We need a balance of \$215.00.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 998A00059952

ARTICLES OF ORGANIZATION FOR
KAPAZUNDER, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Limited Liability Company is KAPAZUNDER
L.L.C.

ARTICLE II

The period of duration for the Limited Liability Company
shall be perpetual.

ARTICLE III

The mailing address and street address of the principal
office of the Limited Liability Company is 985 North Collier
Boulevard, Marco Island, FL 34145.

ARTICLE IV

The street address of the initial registered office of this
Limited Liability Company is 985 North Collier Boulevard, Marco
Island, FL 34145 and the name of its initial Resident Agent is
RONALD S. WEBSTER.

ARTICLE V

Additional members may be admitted and the terms and
conditions of the admissions shall be that each member consents
in writing to the admission of the additional member.

ARTICLE VI

The remaining members of the limited liability company have
the right to continue the business on 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 the limited liability company upon
unanimous consent of the remaining members.

ARTICLE VII

The Limited Liability Company is to be managed by a manager.
The name and address of the manager who will serve as said
manager is:

GUENTER MELCHERT
985 N. Collier Blvd.
Marco Island, FL 34145

A handwritten signature in black ink, appearing to read 'Guenter Melchert', is written over a horizontal line.

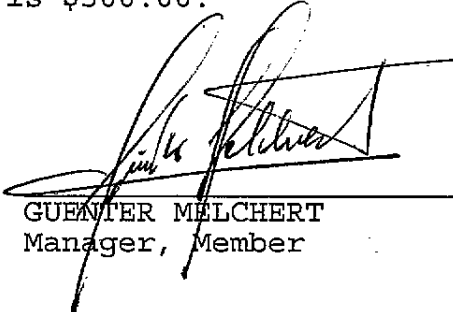
GUENTER MELCHERT
Manager, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of KAPAZUNDER, L.L.C. deposes and says:

1. The above named limited liability company has one member..
2. The total amount of cash contributed by the members is \$500.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$_____. A description of the property is attached and made a part hereof.
4. The initial total amount of cash or property anticipated to be contributed by members is \$500.00.


GUENTHER MELCHERT
Manager, Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

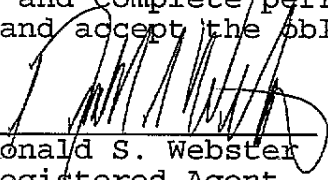
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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
AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: KAPAZUNDER,
L.L.C.

2. The name and address of the registered agent and office is:
Ronald S. Webster
985 N. Collier Blvd.
Marco Island, FL 34145

Having been named as the 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 I am familiar with and accept the obligations of my
position as registered agent.


Ronald S. Webster
Registered Agent

Date: Dec. 15, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA