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REFERENCE : 096102 86622A
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COST LIMIT : \$ PREPAID

ORDER DATE : January 12, 1999
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ORDER NO. : 096102-005
CUSTOMER NO: 86622A

CUSTOMER: Charlotte A. Healy, Esq
CHARLOTTE A. HEALY, ESQ
CHARLOTTE A. HEALY, ESQ
Suite A
164 N.e. 6th Avenue
Delray Beach, FL 33483

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99 JAN 12 PM 12:12
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ANNAJO, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

L99-192

Name Availability	1-12
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
Acknowledgment	[Signature]
W. P. Verifier	[Signature]

CHARLOTTE A. HEALY, P.A.

ATTORNEY AT LAW

164 NE 6th Avenue, Suite A
Delray Beach, Florida 33483
Ph: (561) 265-4900 ♦ Fax (561) 276-3409
E-Mail Address CharHealy@aol.com

January 11, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Annajo, L.L.C.

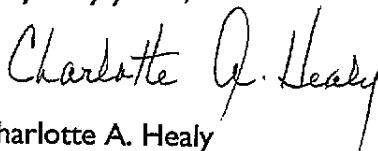
I enclose one original and one copy of the Articles of Organization of Annajo, L.L.C. for filing, together with the Affidavit of Membership and Contributions and the Certificate of Designation of Registered Agent/Registered Office. In connection therewith I attach my check in the amount of \$285.00 representing the \$250.00 filing fee and the \$35.00 fee for the Designation of Registered Agent, respectively.

A corporation named ANNAJO, Inc. was incorporated in 1996 by Anne M. Wright. This corporation transacted no business and was dissolved for failure to file the Annual Report and pay the annual fee for 1998.

Anne M. Wright's name is now Anne M. Seider by her marriage in 1997. Anne M. Seider is one of the members of the limited liability company. On behalf of Anne M. Seider and as her attorney in this matter, I hereby release the name of ANNAJO, Inc. in favor of Annajo, L.L.C.

CSC is hereby authorized to deliver the above described documents and obtain the Letter of Acknowledgment of filing of the Articles. Accordingly please acknowledge formation of this limited liability company and return the Letter of Acknowledgment and copy of the Articles of Organization to CSC.

Very truly yours,



Charlotte A. Healy

cc: Anne M. Seider
Nancy J. Sandmeier
John A. Sandmeier

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**ARTICLES OF ORGANIZATION
of
ANNAJO, L.L.C.
(a Florida limited liability company)**

The undersigned members, for the purpose of forming a limited liability company pursuant to the laws of the State of Florida, hereby adopt the following articles of organization:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Annajo, L.L.C. For convenience in this instrument, the limited liability company shall be referred to as the "LLC", these articles of organization shall be referred to as the "Articles" and the regulations of the LLC shall be referred to as the "Regulations".

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the LLC shall be initially at 164 N.E. 6th Avenue, Delray Beach, Florida 33483 or thereafter at such other place as may be subsequently designated by the members. All books and records of the LLC shall be kept at its principal office or at such other place as may be permitted by law.

ARTICLE III - TERM OF EXISTENCE

The LLC shall have existence for a period of twenty (20) years, commencing upon the filing of a certificate of a limited liability company, unless dissolved sooner according to law or agreement, or unless the term shall be extended by amendment to the Articles and the Certificate of Limited Liability Company.

ARTICLE IV - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which the LLC is formed is to purchase, construct, own, operate, sell and/or lease real property (and any personal property ancillary to the real property) for investment purposes.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers, who

must also be members of the LLC, and the names and addresses of such members who are to serve as initial managers are:

Anne M. Seider	2865 E. Jackson Avenue #D Anaheim, California 92806
Nancy J. Sandmeier	164 N.E. 6 th Avenue Delray Beach, Florida 33483
John A. Sandmeier	1619 Freeborn Way Camarillo, California 93010

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ARTICLE VI - MEMBERS

The initial members of the LLC are:

Anne M. Seider	2865 E. Jackson Avenue #D Anaheim, California 92806
Nancy J. Sandmeier	164 N.E. 6 th Avenue Delray Beach, Florida 33483
John A. Sandmeier	1619 Freeborn Way Camarillo, California 93010

The qualification of members of the LLC, other than the initial members indicated above, shall be limited to the lineal descendants of the initial members and the manner of their admission, their voting rights and termination as members shall be as set forth in the Regulations of the LLC.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the LLC, the remaining members of the LLC shall have the right to continue the business of the LLC.

ARTICLE VIII - ALLOCATION OF PROFITS AND LOSSES

All initial interests in the LLC shall be held in multiples of Five Hundred Dollars (\$500.00) which multiple shall be known as One (1) Unit. Profits and losses (including capital gains

and losses) shall be allocated pro-rata to the members in accordance with the number of their units.

ARTICLE IX - REGISTERED AGENT

The name of the initial registered agent of this LLC is Charlotte A. Healy. The street address of the initial registered office of this LLC is 164 N.E. 6th Avenue, Suite A, Delray Beach, Fl. 33483.

ARTICLE X - INDEMNIFICATION

The LLC may indemnify the managers or any former managers, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This LLC reserves the right to amend or repeal any provision contained in these Articles, or any amendment hereto, by a unanimous vote of all the initial members or by two-thirds of the voting members as set forth in the Regulations.

IN WITNESS WHEREOF, we, the members, have hereunto set our hand and seal on the date indicated.


ANNE M. SEIDER

12/29/98
Date


NANCY J. SANDMEIER

1/10/99
Date


JOHN A. SANDMEIER

12/27/98
Date


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

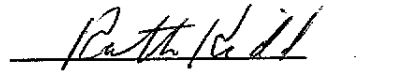
The undersigned, a member of Annajo, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed to date by the members is \$1,500.00.
3. No property other than cash has been contributed by the members.
4. The total amount of cash anticipated to be contributed by the current members is \$3,000.00. This total includes the amount indicated in Item 2 above.

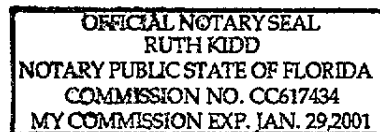


NANCY J. SANDMEIER

The foregoing AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS for Annajo, L.L.C., was sworn before me this 10th day of January, 1999 by NANCY J. SANDMEIER, a member of Annajo, L.L.C., who is personally known to me.



Notary Public, State of Florida
Commission #: _____



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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.

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

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

Charlotte A. Healy
164 N.E. 6th Avenue, Suite A
Delray Beach, Florida 33483

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.

By: Charlotte A. Healy 1/11/99
Registered Agent Date

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