

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L99000005330

Travel Sarasota 2000,
LLC

000002970900--3

-08/26/99--01045--019

****285.00 ****285.00

___ Art of Inc. File ___

___ LTD Partnership File ___

___ Foreign Corp. File ___

✓ ___ L.C. File ___

___ Fictitious Name File ___

___ Trade/Service Mark ___

___ Merger File ___

___ Art. of Amend. File ___

___ RA Resignation ___

___ Dissolution / Withdrawal ___

___ Annual Report / Reinstatement ___

___ Cert. Copy ___

✓ ___ Photo Copy ___

___ Certificate of Good Standing ___

___ Certificate of Status ___

___ Certificate of Fictitious Incorporations ___

___ Corp Record Search ___

___ Officer Search ___

___ Fictitious Search ___

___ Fictitious Owner Search ___

___ Vehicle Search ___

___ Driving Record ___

___ UCC 1 or 3 File ___

___ UCC 11 Search ___

___ UCC 11 Retrieval ___

___ Courier ___

FILED

99 AUG 26 PM 1:56

RECEIVED

99 AUG 26 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8-26-99

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

8/26

10:40

**ARTICLES OF ORGANIZATION
OF
TRAVEL SARASOTA 2000, LLC**

ARTICLE I - NAME

The name of this Limited Liability Company is: TRAVEL SARASOTA 2000, LLC

ARTICLE II - DURATION

The Limited Liability Company shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Limited Liability Company is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - INITIAL CAPITAL CONTRIBUTIONS

The initial capital contributions shall be as follows:

<u>Member's Name</u>	<u>Value of Contribution:</u>	<u>Percent of Interest:</u>
YELITZA KILLARY	services	50%
GIORGIO BORGARELLO	\$10,000.00	50%

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Limited Liability Company shall be at 7778 Westmoreland Drive, Sarasota, Florida 34243 and the initial registered agent of this Limited Liability Company at such office shall be YELITZA KILLARY who upon accepting this designation agrees to comply with the provisions of Section 608.463 and 48.061, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - MANAGEMENT OF COMPANY

The Limited Liability Company shall be managed by a Manager. The names and addresses of the initial manager listed below shall serve until the first annual meeting of members or until their successors are elected and qualify.

YELITZA KILLARY

4702 61ST Avenue Terrace West
Bradenton, FL 34210

ARTICLE VII - MAILING and STREET ADDRESS

The principal address for the Limited Liability Company is: 7778 Westmoreland Drive, Sarasota, FL 34243

The mailing address for the Limited Liability Company is: 7778 Westmoreland Drive, Sarasota, FL 34243

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII RIGHT TO ADMIT NEW MEMBERS OR ASSIGN MEMBERSHIP INTEREST

A new Member may be admitted and a Member's Interest may be assigned only with the prior written consent of the other members and the consents required under any state law applicable to such transfer or assignment. However, any Member's Interest may pass without consent by operation of law or to heirs, legatees, or surviving joint tenants upon a Member's death. The Company may charge a fee sufficient to defray all reasonable costs of effecting the transfer of a Member's Interests and for making such changes in the Company's records and books of account which are made necessary by the transfer. However, a Member's Interest may not be transferred or assigned if such transfer or assignment might:

- (a) result in the termination of the Limited Liability Company status under F.S. 608.441 or any successor provision;
- (b) Violate any state or Federal securities law applicable to the Company.

ARTICLE IX - CONTINUATION OF THE BUSINESS
AFTER THE DEATH, RESIGNATION OR BANKRUPTCY OF A MEMBER

Notwithstanding any law to the contrary, the Company shall continue and the business conducted by the Company shall continue, at the option of the remaining Members upon the death, bankruptcy, resignation, retirement, expulsion, or dissolution of a member.

ARTICLE X- ASSIGNMENT OF MEMBERSHIP

An Assignee of a Membership Interest does/does not obtain all of the rights of a Member if all of the other Members agree in writing.

ARTICLE XI - EXECUTING MEMBER

The name and address of the member signing these Articles of Organization is:

YELITZA KILLARY

4702 61ST Avenue Terrace West
Bradenton, FL 34210

YELITZA KILLARY

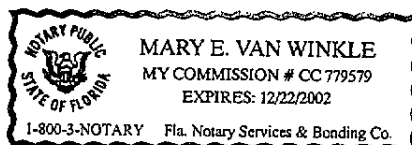
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99 AUG 26 PM 1:56
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

State of Florida
County of Sarasota

The foregoing instrument was acknowledged before me this 25th day of August, 1999, by YELITZA KILLARY, who is personally known OR who produced a driver's license as identification.

My Commission Expires:

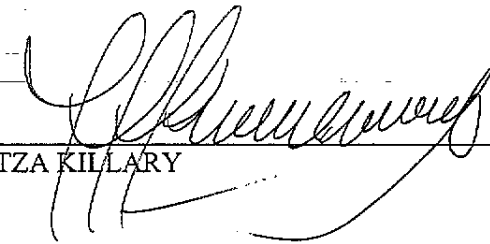
Mary E. Van Winkle
Notary Public - State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TRAVEL SARASOTA 2000, LLC, at the place designated in the Articles of Organization, YELITZA KILLARY agrees to act in this capacity, is familiar with and accepts the obligations of that position and agrees to comply with the provisions of Section 608.463 and 48.061 relative to keeping open such office.

Date: August 25, 1999



YELITZA KILLARY

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99 AUG 26 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

Personally appears before me the undersigned YELITZA KILLARY, who being duly sworn deposes and says she is a Member of TRAVEL SARASOTA 2000 LLC, and who further states:

1. That the amount contributed to the Limited Liability Company by the Members is as follows:

<u>Member's Name</u>	<u>Value of Contribution:</u>	<u>Percent of Interest:</u>
YELITZA KILLARY	Services	50%
GIORGIO BORGARELLO	\$10,000.00	50%

2. No additional capital contributions are anticipated at this time.

AFFIANT FURTHER SAYETH NOT.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of August, 1999.

Signed in the presence of:

Mary E. Van Winkle

Witness

TRAVEL SARASOTA 2000, LLC

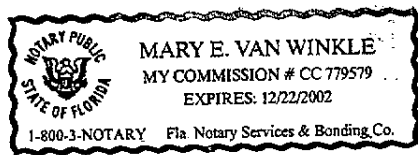
[Signature]
BY: YELITZA KILLARY

[Signature]
Witness

SWORN TO AND SUBSCRIBED before me this 25th day of August, 1999, by YELITZA KILLARY, as Managing Member for TRAVEL SARASOTA 2000, LLC, who is personally known _____ OR ✓ who produced a driver's license as identification.

Mary E. Van Winkle
Notary Public - State of Florida

My Commission Expires:



FILED
99 AUG 26 PM 1:56
TALLAHASSEE, FLORIDA