

CAPITAL CONNECTION, INC

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
(850) 224-8870 • Fax (850) 222-1222

L98000000634

Azure Development, L.L.C.

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98 MAY 18 AM 10:43

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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5/18/98

Signature

Requested by:

CS

5/18

9:31

Name

Date

Time

Walk-In

Will Pick Up

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File cert
- 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 Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC I or 3 File
- UCC II Search
- UCC II Retrieval
- Courier

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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May 18, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: AZURE DEVELOPMENT, L.L.C.
Ref. Number: W98000011273

We have received your document for AZURE DEVELOPMENT, 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):

In ARTICLE FOUR, a PRINCIPAL ADDRESS is listed as required. But a MAILING ADDRESS must also be listed.
In ARTICLE SIX, it states that the company will be managed by a MANAGER. Please list the name and address of the initial MANAGER.

The affidavit should be titled "AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS."

ALSO, the AFFIDAVIT must make some reference to the amount of non-cash property being contributed to the partnership. We would assume that this amount is "ZERO." But it still must be stated in the Affidavit. You could add something like "NO NON-CASH PROPERTY HAS BEEN OR WILL BE CONTRIBUTED TO THE PARTNERSHIP."

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 998A00027617

corrected

ARTICLES OF ORGANIZATION
OF
AZURE DEVELOPMENT, L.L.C.

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I, the undersigned subscriber to these Articles of Organization, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a limited liability corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the limited liability company shall be Azure Development, L.L.C. (the "Company").

ARTICLE TWO

The Company shall have perpetual existence commencing on the date of filing these Articles of organization in the Office of the Secretary of State of the State of Florida.

ARTICLE THREE

The Company is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

(a) To conduct, maintain, operate, and to do business in any activity within the purpose for which a limited liability company may be organized under the Florida Limited Liability Company Act.

(b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the Company.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the Company, as determined by the Company's members in their discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the Company, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State

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of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a limited liability company organized under the laws of the State of Florida.

ARTICLE FOUR

(and the mailing address)

The principal place of business of the Company shall be Building #113, Bay Bridge Professional Park, Gulf Breeze, Florida 32561 or such other place or places as the members from time to time may determine. The name and address of the initial registered agent of the Company shall be Julian B. MacQueen, Building #113, Bay Bridge Professional Park, Gulf Breeze, Florida 32561.

ARTICLE FIVE

The initial amount of capital contributions to the Company will be no more than \$10,000.00.

ARTICLE SIX

The Company will be managed by an operating manager (who shall be a member). The members shall serve as the Board of Members and vote according to their percentage of ownership. The members' names and addresses are Julian B. MacQueen, Building #113, Bay Bridge Professional Park, Gulf Breeze, Florida, and Kim MacQueen, Building #113, Bay Bridge Professional Park, Gulf Breeze, Florida.

The name and address of the organizer **and the initial operating manager is:**

Julian B. MacQueen
Building #113
Bay Bridge Professional Park
Gulf Breeze, Florida 32561

ARTICLE SEVEN

Additional members may be admitted, at such times and on such terms and conditions, as members whose contributions to the Company in the aggregate comprise at least (51%) fifty-one percent of the total contributions to the Company may agree and consistent with the requirements of the Operating Agreement of the Company.

ARTICLE EIGHT

The remaining members of the Company may continue the business of the Company upon the termination of membership of a

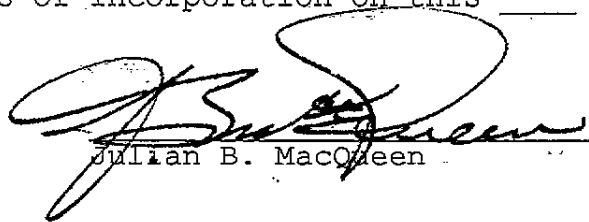
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member in the Company (by reason of death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event terminating membership in the Company) upon unanimous agreement in accordance with the operating Agreement of the Company.

ARTICLE NINE

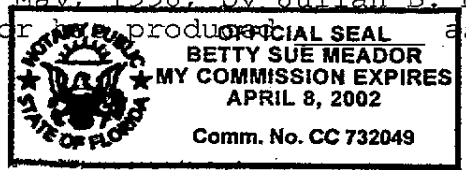
The Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this ___ day of May, 1998.


Julian B. MacQueen

STATE OF FLORIDA
COUNTY OF ESCAMBIA

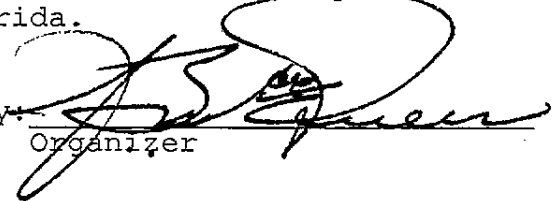
The foregoing instrument was acknowledged before me this 15th day of May, 1998, by Julian B. MacQueen who is personally known to me or produced as identification.




Notary Public

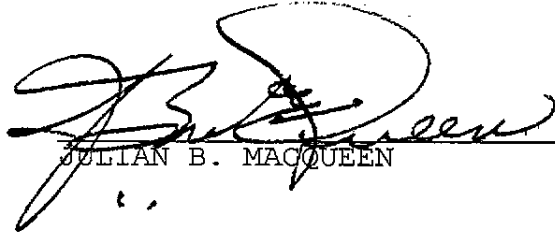
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415, Florida Statutes, the following is submitted: that Azure Development, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Building #113, Bay Bridge Professional Park, Gulf Breeze, Florida 32561 has named Julian B. MacQueen whose business address is Building #113, Bay Bridge Professional Park, Gulf Breeze, Florida 32561 as its agent to accept service of process within Florida.

By: 
Organizer

ACCEPTANCE:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JULIAN B. MACQUEEN

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
AND MEMBERSHIP

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared, Julian B. MacQueen, a member of Azure Development, L.L.C. (the "Company"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Company made by the Members is, in the aggregate, Ten Thousand and no/100 Dollars (\$10,000.00). **No non-cash contributions have been or are anticipated to be made by the Members.**
2. At this time, it is not anticipated that additional capital contributions will be made by the Members.
3. The Company has at least two members.

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.

AZURE DEVELOPMENT, L.L.C.

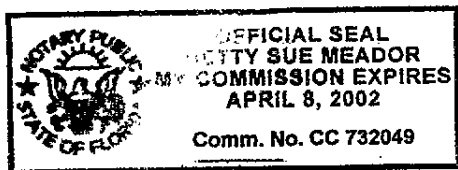
By: *Julian B. MacQueen*

Its: _____

Julian B. MacQueen
Julian B. MacQueen

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 15th day of May, 1998, by Julian B. MacQueen, in his capacity as a Member of Azure Development, L.L.C., a Florida Limited Liability Corporation, and individually, who is personally known to me or has produced _____ as identification and who did/did not take an oath.



Betty Sue Meador
Notary Public