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ACCOUNT NO. : 072100000032

REFERENCE : 578367 123706A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 125.00

ORDER DATE : February 7, 2000

ORDER TIME : 11:51 AM

ORDER NO. : 578367-015

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CUSTOMER NO: 123706A

CUSTOMER: Jaye Spencer, Legal Assistant
OLMSTED & WILSON, P.A.
OLMSTED & WILSON, P.A.
Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: NEWAMERICA, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB -7 PM 2:15

JB 2700

**ARTICLES OF ORGANIZATION OF
NEWAMERICA LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — NAME

The name of the Limited Liability Company is: NEWAMERICA LLC.

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1105 Taylor Street, Unit L, Punta Gorda, FL 33950.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

THERESA B. MANNIX
1105 Taylor Street, Unit L
Punta Gorda, FL 33950

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 as provided for in Chapter 608, F.S.



Registered Agent

ARTICLE IV — DURATION

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

ARTICLE V — MANAGEMENT

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

NAME _____ ADDRESS _____

PATRICK H. MANNIX

3518 Terin Ct.
Punta Gorda, FL 33950

REC'D - CIVIL
FILED - CIVIL
00 FEB - 7, PM 2:15
11/50
AND
11/50

THERESA B. MANNIX

3518 Terin Ct.
Punta Gorda, FL 33950

JAMES L. McPHERSON

2601 Lake Cove
Highland Village, TX 75067

No single manager has the authority to bind the LLC in the ordinary course of its business, and the authority of any two managers will be required to bind the LLC.

ARTICLE VI — MEMBERSHIP AND MEMBERSHIP RESTRICTIONS

The initial members of the LLC will be:

PARADISE ENTERPRISES LLC - 50%
1105 Taylor Street, Unit L
Punta Gorda, FL 33950

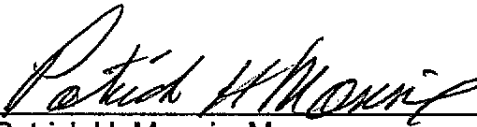
AVAMERICA, INC., a Texas Corporation - 50%
823 Office Park Circle
Lewisville, TX 75067

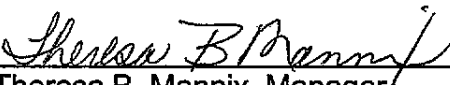
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

IN WITNESS WHEREOF, We have signed these Articles of Organization and acknowledged them to be our act this 4 day of February, 2000.


Patrick H. Mannix, Manager


Theresa B. Mannix, Manager

00 FEB -7 11 21 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED