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ACCOUNT NO. : 072100000032

REFERENCE : 578538 10690A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 155.00

ORDER DATE : February 7, 2000

ORDER TIME : 1:38 PM

ORDER NO. : 578538-010

CUSTOMER NO: 10690A

CUSTOMER: John L. Soileau, Esq
WATSON SOILEAU DELEO & BURGETT
WATSON SOILEAU DELEO & BURGETT
Suite C
1970 Michigan Avenue
Cocoa, FL 32922

DOMESTIC FILING

NAME: JFAD, L.L.C.

**** FILE 2ND ****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

600003126416--5

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB -8 AM 10:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB -7 PM 3:19

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is: **JFAD, L.L.C.**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing: JFAD, L.L.C.
c/o 1970 Michigan Avenue, Bldg C
Cocoa, Florida 32922

Street: c/o 1970 Michigan Avenue, Bldg C
Cocoa, Florida 32922

ARTICLE III - DURATION:

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

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be a member-managed company and the names(s) and address(es) of the managing member is: **Jack Waelti, c/o 1970 Michigan Avenue, Bldg C, Cocoa, Florida 32922.**

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional member(s) and the terms and conditions of the admissions shall be:

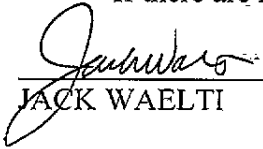
All members must consent to admission of additional members of the company.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining member(s) of the Limited Liability Company, if any, to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution or a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The remaining member(s) shall have the right to continue the business notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or other event terminating a member's membership, provided any other remaining member(s) consent in writing to such continuation.

If there are no remaining member(s), the Limited Liability Company shall terminate.


JACK WAELTI

Dated: 2-4-2000

In accordance with Section 608.408(3), Fla. Stat., 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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **JFAD, L.L.C.**
2. The name and address of the registered agent and office is:

JOHN L. SOILEAU

Name

1970 Michigan Avenue, Bldg C

Address (P.O. Box not acceptable)

Cocoa, Florida 32922

City/State/Zip

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.


JOHN L. SOILEAU

2-5-00
Date