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REFERENCE : 618933 121349A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : March 9, 2000

ORDER TIME : 4:24 PM

ORDER NO. : 618933-005

CUSTOMER NO: 121349A

CUSTOMER: George A. Wilson, Esq
CHEFFY PASSIDOMO, P.A.
CHEFFY PASSIDOMO, P.A.
Suite 201
821 Fifth Avenue South
Naples, FL 34102

DOMESTIC FILING

NAME: R & B COUNTDOWN, L.L.C.

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: Janna Wilson

EXAMINER'S INITIALS:

FILED
00 MAR 10 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Patricia D. [Signature]
6000003164006

100-2704
3-10
W. B. Miller

RECEIVED
00 MAR 10 AM 8:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF R & B COUNTDOWN, L.L.C.**

The undersigned, acting as the organizing Member of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for said limited liability company:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be R & B COUNTDOWN, L.L.C.

ARTICLE II - PERIOD OF DURATION

The period of duration of this limited liability company shall commence upon the filing of these Articles and shall continue until dissolved pursuant to Chapter 608 of the Florida Statutes.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of this limited liability company shall be 8231 Bay Colony Drive, Naples, Fl. 34108. The street address of the principal office of this limited liability company shall be 8231 Bay Colony Drive, Naples, Fl. 34108.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this limited liability company in the State of Florida shall be 821 5th Avenue South, Naples, Fl. 34102. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this limited liability company at that address is George A. Wilson. The Members may from time to time designate a new registered agent.

ARTICLE V - MANAGEMENT

This limited liability company shall be managed by the Members of this limited liability company. The name and address of the initial Members are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<u>Name</u>	<u>Address</u>
G. BURTT HOLMES and RUTH W. HOLMES, as "Trustees of the G. Burt Holmes Revocable Trust, dated May 9, 1977	8231 Bay Colony Drive Naples, Florida, 34108

ARTICLE VI - NEW MEMBERS

Additional persons may be admitted to this limited liability company as Members only with the prior written consent of all of the existing Members.

ARTICLE VII - CONTINUATION

This limited liability company shall not dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in this limited liability company.

ARTICLE VIII - PURPOSE

The general purpose for which this limited liability company is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 608 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE IX - INDEMNIFICATION

This limited liability company shall indemnify the Members, or any former Member, to the full extent permitted by law.

ARTICLE X - ORGANIZING MEMBER

The name and address of the Member of the limited liability company signing these Articles of Organization are:

<u>Name</u>	<u>Address</u>
G. Burt Holmes	8231 Bay Colony Drive Naples, Fl. 34108

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 TALLAHASSEE, FLORIDA

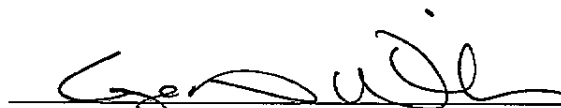
IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Naples, Florida this 7th day of March, 2000.


G. BURTT HOLMES

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-described limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Fla. Stat. § 608.415.

Date: March 7, 2000


George A. Wilson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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