

L 00000000 5668 16
J. MICHAEL ROONEY

ATTORNEY AT LAW

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306 East Olympia Avenue
Punta Gorda, Florida 33951-0400

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May 11, 2000.

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

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***125.00 ***125.00

Re: Wheels on Wheels, L.C.

Dear Clerk:


I enclose to you an original Articles of Organization along with the Affidavit of Membership and Contribution and Statement Designating Registered Agent and Office for filing with your office.

I have also enclosed an extra copy of all of the above for you to stamp with the filing information and returning back to my office in the enclosed federal express envelope.

I have enclosed my firm's check in the amount of \$1250.00 for the filing fee for this limited liability company.

Should there be any problems with this filing or if you have any questions, please do not hesitate to contact me.

Very truly yours,


J. MICHAEL ROONEY

JMR:gg
enclosures

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00 MAY 12 AM 1:54
SECRETARY OF STATE
TALLAHASSEE, FL 32399
mt
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ARTICLES OF ORGANIZATION
OF
WHEELS ON WHEELS, L.C.

THE UNDERSIGNED CERTIFY that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company

ARTICLE I

The name of the limited liability company shall be **WHEELS ON WHEELS, L.C.** and its principal office shall be located at 306 East Olympia Avenue in the City of Punta Gorda, County of Charlotte, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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SECRETARY OF STATE

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extent the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability

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company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of the members is **S. H. INMAN**, 160 Concord Drive, Port Charlotte, Florida 33952.

ARTICLE V
MEMBERSHIP RESTRICTIONS

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.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of **ONE THOUSAND (\$1,000.00) DOLLARS**, cash shall be paid to the limited liability company by the two (2) members in prorata equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLES VII
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

99% to **S.H. INMAN**

1% to **B.R. INMAN**

The distributive share of the profits shall be determined and paid to the members on the last day of each tax year.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if those sources are insufficient to cover such losses, by the members in prorata shares in the following

amount:

S.H. INMAN 99%

B.R. INMAN 1%

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 306 East Olympia Avenue, City of Punta Gorda, County of Charlotte, State of Florida, and the name of the company's initial registered agent at that address is **J. MICHAEL ROONEY, ESQUIRE**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **WHEELS ON WHEELS, L.C.**

FILED
00 MAY 12 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXECUTED by the undersigned at 306 East Olympia Avenue, Punta Gorda, Florida this

11th day of May, 2000.

Signed sealed and delivered in
our presence:

[Signature]
(1st Witness)

[Signature]
S.H. INMAN

[Signature]
(2nd Witness)

[Signature]
(1st Witness)

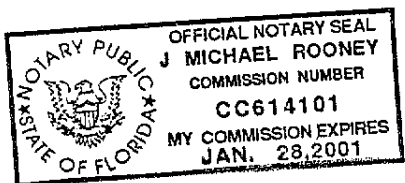
[Signature]
B.R. INMAN

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00 MAY 12 AM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 11th day of May, 2000,
by S.H. INMAN, who is personally known to me, or who has produced _____ as
identification.

My commission expires:

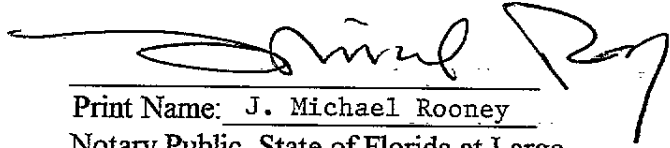


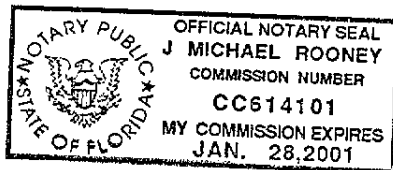
[Signature]
Print Name: J. Michael Rooney
Notary Public, State of Florida at Large

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

SWORN TO, subscribed and acknowledged before me this 11TH day of Aug, 2000,
by **B.R. INMAN**, who is personally known to me, or who ~~has~~ produced _____ as
identification.

My commission expires:


Print Name: J. Michael Rooney
Notary Public, State of Florida at Large



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00 MAY 12 /M 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

PURSUANT TO the provisions of Section 608.415, and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **WHEELS ON WHEELS, L.C.**

The name of the registered agent for **WHEELS ON WHEELS, L.C.** is **J. MICHAEL ROONEY, ESQ.**, and the street address of the company's principal office where the agent is located is 306 East Olympia Avenue, Punta Gorda, Florida 33950.

This statement is to acknowledge that as indicated above, **WHEELS ON WHEELS, L.C.** has appointed me, **J. MICHAEL ROONEY, ESQ.**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: May 11, 2000


J. MICHAEL ROONEY, Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 11th day of May, 2000 by **J. MICHAEL ROONEY** agent on behalf of **WHEELS ON WHEELS, L.C.**, a limited liability company. He is personally known to me or ~~has produced~~ _____ as identification.

My commission expires:


NOTARY PUBLIC - State of Florida
Print Name: Gloria J. Gal

