

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
2-1173

FILED BY SP
CCT # 14

L000000007639

CONTACT: CINDY HICKS
DATE: 6-27-00
REF. #: 0163. 12243
CORP. NAME: Megalops, LLC
L-7639

000003306530--1
-06/27/00--01066--006
*****78.75 *****78.75
000003306530--1
-06/27/00--01066--007
*****51.25 *****51.25

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|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
00 JUN 27 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
w-16425

STATE FEES PREPAID WITH CHECK# 8112 FOR \$ 78.75
AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: _____
COST LIMIT: \$ _____

RECEIVED
00 JUN 27 AM 10:29
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

- PLEASE RETURN:
- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials
51

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 27, 2000

CCRS

SUBJECT: MEGALOPS, LLC
Ref. Number: W00000016425

FILED
00 JUN 27 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MEGALOPS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 000A00036361

RECEIVED
00 JUN 28 PM 3:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MEGALOPS, LLC

1. Name. The name of this limited liability company is **MEGALOPS, LLC**, (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing address and street address of the Company's principal office is 222 Harbor Drive, Boca Grande, Florida 33921.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Jack R. Harper. The street address of the initial registered agent of the Company is 222 Harbor Drive, Boca Grande, Florida 33921.

6. Management of the Company. The management of the Company is to be managed by a manager. The name and address of the manager are Jack R. Harper (the "Manager") and 222 Harbor Drive, Boca Grande, Florida 33921. The Company shall be managed in accordance with the Operating Agreement adopted by all of the members.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

8. Additional Members. No additional members may join the Company without the written consent of the Manager.

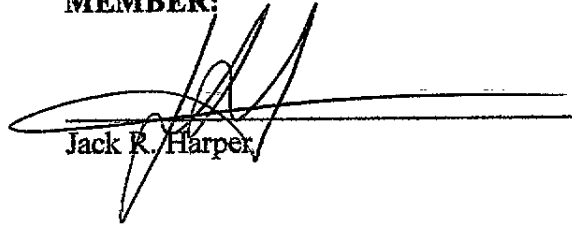
9. Members Rights to Continue Business. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of the member in the Company, the remaining members of the Company may continue the business of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned executed these Articles of Organization on the 8 day of June, 2000.

In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MEMBER:


Jack R. Harper

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00 JUN 27 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

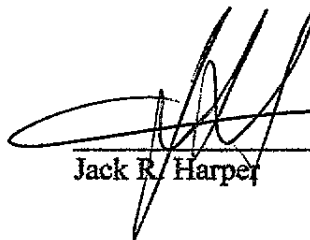
1. The name of the limited liability company is:

MEGALOPS, LLC.

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

Jack R. Harper
222 Harbor Drive
Boca Grande, Florida 33921

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, 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.


Jack R. Harper

Dated: 6-8-00

9124-001-723147v1

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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