

L000000009501

LAW OFFICES

HENDRIX & BRENNAN

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

1443 TWENTIETH STREET

SUITE F

POST OFFICE BOX 520

VERO BEACH, FLORIDA 32961-0520

8/7/00

H. RANDAL BRENNAN
C. KENNON HENDRIX
BOARD CERTIFIED CIVIL TRIAL LAWYERS

OF COUNSEL
DAVID A. CAIRNS

TELEPHONE (561) 778-3777
FACSIMILE (561) 778-3835

August 4, 2000

VIA FEDERAL EXPRESS

000003348030--2
-08/07/00--01130--005
***130.00 ***130.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Michelle Hodges

MJH

SUBJECT: Whiting Jones Designs LLC

Dear Michelle:

Per our conversation, attached is the check for \$130.00 for the filing fee which was inadvertently left out of the letter previously forwarded to you.

Upon receipt, please file the LLC and return the certificate of status to my office. Thank you for your help.

Call me if you have any questions.

Very truly yours,

HENDRIX & BRENNAN

By Claudia L. Arens
Claudia L. Arens, Legal
Assistant to H. Randal Brennan

cla
Enclosure: Check

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -7 AM 9:43

**ARTICLES OF ORGANIZATION
OF**

Whiting Jones Designs LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **Whiting Jones Designs LLC** ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 1766 20th Avenue, Vero Beach, Florida 32960

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Peter Whiting, 1766 20th Avenue, Vero Beach, Florida 32960.

ARTICLE V --

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -7 AM 9:43

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of the remaining members.

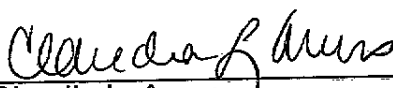
ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Peter Whiting, 1766 20th Avenue, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Vero Beach, Indian River County, Florida, on this 1st day of August, 2000.


Peter Whiting

Sworn to and subscribed before me on this 1st day of August, 2000, by Peter Whiting, who is personally known to me/produced identification. Type of identification produced:


Claudia L. Arens
Notary Public -- State of Florida

(Seal)



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

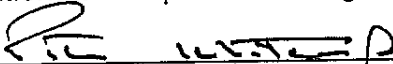
Under the provisions of F.S. 608.415 or 608.507, Whiting Jones Designs LLC, Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **Whiting Jones Designs LLC**.
2. The name and street address of the registered agent in Florida are:

Peter Whiting

1766 20th Avenue, Vero Beach, Florida 32960

The undersigned, being the person named in the articles of organization of Whiting Jones Designs LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Peter Whiting, Registered Agent,
Whiting Jones Designs LLC.