

L000000/10175

FUENTES, KREISCHER
ATTORNEYS AT LAW
14 WEST BUSH BOULEVARD
TAMPA, FLORIDA 33602

LAWRENCE E. FUENTES
ALBERT C. KREISCHER, JR.

TELEPHONE
(813) 933-6647

TELECOPIER
(813) 932-8588

June 14, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Skylane Partners, LLC

Gentlemen:

500003296365--9
-06/20/00--01017--004
****130.00 ****130.00


Enclosed herewith for filing is an original Articles of Organization for Skylane Partners, LLC. Also, enclosed is our check in the amount of \$130.00 to cover the following fees/costs:

Filing Fee	\$100.00
Designation of Registered Agent Fee	\$25.00
Certificate of Status	\$5.00
Total	\$130.00

FILED
00 AUG 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you and if you have any questions regarding this request, please do not hesitate to contact us.

Sincerely,


Lawrence E. Fuentes

LEF:wgs
Enclosure
cc: Mr. Mark Jorgenson

L00-10175
AL 8-24
Co
Co
Co
Co
Co
V.P. Jorgenson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 2000

LAWRENCE FUENTES
FUENTES & KREISCHER
1407 WEST BUSCH BLVD.
TAMPA, FL 33612

SUBJECT: SKYLANE PARTNERS, LLC
Ref. Number: W00000016011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SKYLANE PARTNERS, 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.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Articles of organization can not be signed by the organizer.,

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 800A00035572

FUENTES & KREISCHER
ATTORNEYS AT LAW
1407 WEST BUSCH BOULEVARD
TAMPA, FLORIDA 33612

LAWRENCE E. FUENTES
ALBERT C. KREISCHER, JR.

TELEPHONE
(813) 933-6647

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(813) 932-8588

August 18, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

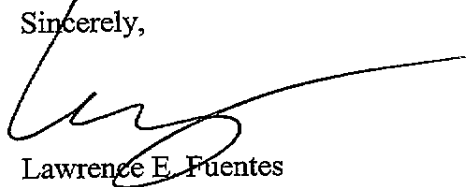
Attention: Ms. Tammi Cline,
Document Specialist

Re: Skylane Partners, LLC

Ms. Cline:

Pursuant to your correspondence of August 15, 2000, we have deleted the section entitled "Affidavit of Membership an Capital Contributions. We trust that this will now satisfy recording requirements. However, if anything further is needed, please advise.

Sincerely,



Lawrence E. Fuentes

LEF:wgs
Enclosure
cc: Mr. Mark Jorgenson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FUENTES & KREISCHER
ATTORNEYS AT LAW
1407 WEST BUSCH BOULEVARD
TAMPA, FLORIDA 33612

LAWRENCE E. FUENTES
ALBERT C. KREISCHER, JR.

TELEPHONE
(813) 933-6647

TELECOPIER
(813) 932-8588

August 10, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Tammi Cline,
Document Specialist

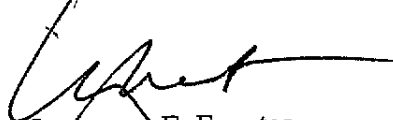
Re: Skylane Partners, LLC
Reference Number: W 00000016011

Dear Ms. Cline:

We are in receipt of your June 22, 2000, correspondence returning the original Articles of Organization of Skylane Partners, LLC, as unfiled. Pursuant to said correspondence we have modified the Articles of Organization and resubmit the same herewith for filing.

If anything further is needed, please advise. Thank you.

Sincerely,



Lawrence E. Fuentes

LEF:wgs
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization

of

Skylane Partners, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizers of a limited liability company, hereby adopt the following Articles of Organization for such Company:

Article I **Name**

The name of the limited liability company is Skylan Partners LLC.

Article II **Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III **Units Of Equity Ownership**

Section A. Authorized Units of Equity Ownership. Skylan Partners, LLC is authorized to issue units of equity ownership, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Company is 3018 St. Charles Drive, Tampa, Florida 33618 and the name of its initial Registered Agent at such address is Carol Crowley.

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 as provided for in Chapter 608, F.S.


Carol Crowley, Registered Agent

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 3018 St. Charles Drive, Tampa, Florida 33618.

Article VI
Agent for Service Of Process

The name and street address of the registered agent of the company in the State of Florida upon whom process in any action or proceeding against it may be served is Carol Crowley, 3018 St. Charles Drive, Tampa, Florida 33618.

Article VII
Organizers

The names and addresses of the organizers are:

Mark W. Jorgenson
11521 Innfields Drive
Odessa, Florida 33556

Theodore W Storm
6018 Lemon Tree Court
Tampa, Florida 33624

Carol Crowley
3018 St. Charles Drive
Tampa, Florida 33618

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article IX
Management

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Managers of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Managers of the Company, who shall serve as such until successors are elected and shall qualify are:

<u>Office</u>	<u>Name and Address</u>
Member-Manager	Carol Crowley 3018 St. Charles Drive Tampa, Florida 33618
Member-Manager	Theodore W Storm 6018 Lemon Tree Court Tampa, Florida 33624
Member-Manager	Mark W. Jorgenson 11521 Innfields Drive Odessa, Florida 33556

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article X
Indemnification

The Company shall indemnify any Member, Manager and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Manager and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses

(including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Manager and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager and/or Member-Manager in the event of (i) a breach of such Member, Manager and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member, Manager and/or Member-Manager shall be adjudged Liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, Manager and/or Member-Manager is proper in the circumstances because such Member, Manager and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XI **Copies**

Copies of the Operating Agreement of Skylane Partners, LLC may be obtained from Carol Crowley via a written request mailed to 3018 St. Charles Drive, Tampa, Florida 33618.

Article XII **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article XIII
Amendment Of Articles of Organization

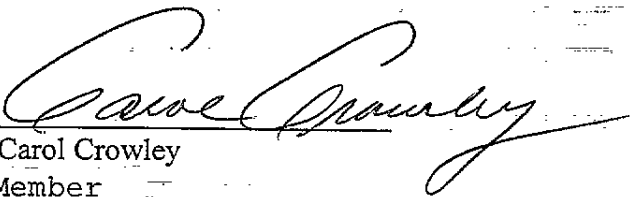
The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

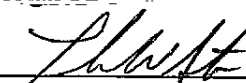
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signatures of members or authorized representatives of members.

Dated May 11, 2000.


Carol Crowley
Member


Theodore W. Storm
Member

Mark W. Jorgenson
Member

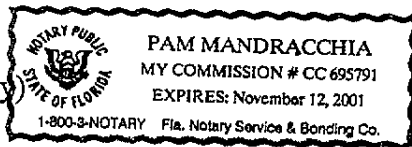
State of Florida)

County of Hillsborough)

) ss.

The foregoing instrument was acknowledged before me this May 11, 2000 by Carol Crowley.

(Seal, if any)



Pam Mandracchia
Notary Public in and for
said State

My Commission expires on 11/12/01

State of Florida)

County of Hillsborough)

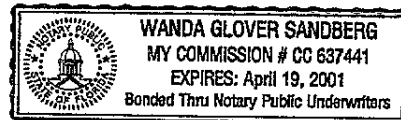
) ss.

The foregoing instrument was acknowledged before me this May 11, 2000 by Theodore W. Storm.

(Seal, if any)

Wanda Glover Sandberg
Notary Public in and for
said State

My Commission expires on _____



State of Florida)

County of Hillsborough)

) ss.

The foregoing instrument was acknowledged before me this May 11, 2000 by Mark

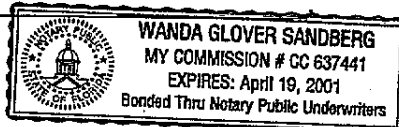
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00 AUG 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. Jorgenson.

(Seal, if any)

Wanda Glover Sandberg
Notary Public in and for
said State

My Commission expires on ---



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA