

L000000015088

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

JIM-MIR, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Jim-Mir, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

P.O. Box 5523
Sevierville, TN 37864

ARTICLE III - Duration:

The period of duration for the Limited Liability company shall be:

Perpetual, unless otherwise terminated by agreement of the members or sale of the Property of the company.

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ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

James T. Hall

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

No

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 the limited liability company shall be:

The remaining member will continue to do business, according to the terms of this agreement, with the deceased member's legal representative, executors or heirs until the sale and closing of the property.

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UNANIMOUS WRITTEN CONSENT TO
STIPULATED VALUE OF THE COMPANY

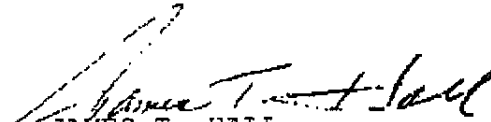
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The undersigned hereby certify that:

(a) they are the Members (the "Members") of Jim-Mir, L.L.C.
(the "Company"); and

(b) pursuant to THE TERMS of that certain Membership Agreement
dated as of 12/5/00 among the Members and the Company, the
Stipulated Value (as defined in that Agreement) of the Company is
\$493,317.00, plus \$6,000 reserve.

Nov. 6, 2000
Dated: 11-6-00


JAMES T. HALL

MIRIAM SOUTHARD

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Jim-Mir, L.L.C.

2. The name and address of the registered agent and office is:

David A. Kobrin, Esq. (Name)
8900 S.W. 107th Avenue, #206, Miami, FL 33176 (P.O. Box not acceptable)
(City/State/Zip)

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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.

(Signature) (Date) 12/6/00

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FILING FEE: \$ 35 for Designation of Registered Agent