

L01000000029

December 12, 2000

Danny Lee, General Partner
Sonora Properties, Ltd
P.O. Box 2571
Lakeland, FL 33806

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: LLC Filing & Merger

500003513035--5
-12/26/00 -01081 -011
****202.50 ****202.50

Dear Madam:

Please set up Sonora Properties, LLC as a Florida Liability Company effective January 1, 2001.

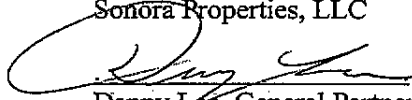
We would then like to merge Sonora Properties, Ltd., a Florida Limited Partnership, into the newly created Sonora Properties, LLC effective January 1, 2001.

Enclosed is our check for \$202.50 to pay for the new LLC and the merger.

Sincerely,



Danny Lee, Manager
Sonora Properties, LLC



Danny Lee, General Partner
Sonora Properties, Ltd.

125

52.50

25

FILED
00 DEC 26 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

we
1/2

EFFECTIVE DATE
01/01/2001

5p

ARTICLES OF ORGANIZATION

FOR

SONORA PROPERTIES, LLC

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company

ARTICLE I

Name

The name of this Company shall be SONORA PROPERTIES, LLC.

ARTICLE II

Duration

The term of existence of the Company shall commence January 1, 2001 and shall be perpetual.

ARTICLE III

Mailing Address

The mailing address is P.O. Box 2571, Lakeland, FL 33806. The street address is 3105 Cleveland Heights Blvd, Lakeland, FL 33803.

ARTICLE IV

Registered Agent and Office

The name and street address of the initial registered agent and office for this company is as follows: Danny Lee, 3105 Cleveland Heights Blvd, Lakeland, FL 33803.

ARTICLE V

Admission of Additional Members: Terms and Conditions of such Admissions

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations and Operating Agreement of this Company.

EFFECTIVE DATE
01/01/2001

FILED
00 DEC 26 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Right to Continue Business

If, but for the exercise of the right to continue the Company's business, as specified below, the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any event which terminates the continued membership of a Member in the Company shall cause the dissolution of the Company, then the business of the Company shall continue (without dissolution) if elected, in writing, within ninety(90) days of such event by a majority-in-interest of the remaining Members.

ARTICLE VII
Management of Company

The Company is to be managed by managers. The name and address of the manager who is to serve until a future successor is elected is: Danny Lee, 3105 Cleveland Heights Blvd, Lakeland, FL 33803.

ARTICLE VIII
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with chapter 608, Florida Statutes, and shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
Regulations of Company

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members, unless vested in the Managers of the Company, by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers..

FILED
00 DEC 26 AM 10:31
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE X
Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

ARTICLE XI
Contracting Debt

No debt shall be contracted, nor liability incurred by or on behalf of this Company except by the Managers.

ARTICLE XII
Transferability of Member's Interest

An Interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 11th day of December 2000.


Danny Lee, Manager/Member

FILED
00 DEC 26 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 11th day of December, 2000 by Danny Lee who is personally known to me or produced _____ as identification.


NOTARY PUBLIC

SUSAN E. PIATT
Print Name of Notary
My Commission Expires:



Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, SONORA PROPERTIES, LLC, 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 obligation of my position as Registered Agent.


Danny Lee, Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 11th day of December 2000, by Danny Lee who is personally known to me or produced as identification.

NOTARY PUBLIC



Print Name of Notary

SUSAN E. PIATT

My Commission Expires:



FILED
00 DEC 26 AM 10:32
NOTARY OF STATE
TALLAHASSEE FLORIDA