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January 8, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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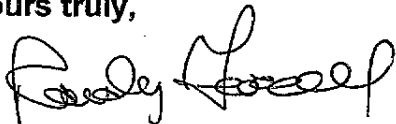
Re: Articles of Organization for Randrew Travel Agency, L.L.C.

To Whom It May Concern:

Enclosed please find the above mentioned Articles of Organization and Certificate of Designation of Registered Agent/Registered Office. Also included is a check in the amount of \$155.00 for Filing Fees for Articles of Organization and for Designation of Registered Agent (\$125.00) and Certified Copy (\$30.00).

Your attention to this matter is appreciated.

Yours truly,



Randy Goodell
1946 Tarpon Court
Wesley Chapel, FL 33543
813-933-6471

W-1-1254

W-2/2

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01 FEB - 1 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 17, 2001

RANDY GOODELL
1946 TARPON COURT
WESLEY CHAPEL, FL 33543

SUBJECT: RANDREW TRAVEL AGENCY, L.L.C.
Ref. Number: W01000001254

We have received your document for RANDREW TRAVEL AGENCY, L.L.C. and your check(s) totaling \$155.00. 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: 201A00002592

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01 FEB - 1 11:10:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

January 30, 2001

Registration Section
Division of Corporations
Ms. Lee Rivers
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for Randrew Travel Agency, L.L.C.
Letter # 201A00002592

Dear Ms. Rivers,

Enclosed please find the revised articles for the above mentioned limited liability company. The corrections you have requested have been made. Please file the documents at your earliest convenience.

Your attention to this matter is appreciated.

Yours truly,



Randy Goodell
1946 Tarpon Court
Wesley Chapel, FL 33543
813-933-6471

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR RANDREW TRAVEL AGENCY, L.L.C.

ARTICLE I – Name

The name of the Limited Liability Company is Randrew Travel Agency, L.L.C.

ARTICLE II – Address

The mailing address and street address of the principal office of Randrew Travel Agency, L.L.C. is:

1946 Tarpon Court
Wesley Chapel, FL 33543

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature

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

Randy S. Goodell
1946 Tarpon Court
Wesley Chapel, FL 33543

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..


Randy S. Goodell

ARTICLE IV – Duration

The period of duration for Randrew Travel Agency, L.L.C. shall be to January 1, 2050

ARTICLE V – Management

Randrew, L.L.C. is to be managed by the Members of the Company. The names and addresses of the Managing Members are:

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SECRETARY OF STATE
FLORIDA

Interest

Randy Goodell
1946 Tarpon Court
Wesley Chapel, FL 33543

50%

Andrew Ogden
1735 SE 3rd Street
Cape Coral, FL 33990

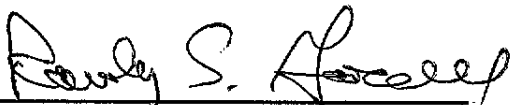
50%

ARTICLE VI – Admission of additional members

The Managing Members have the right to admit additional Members to Randrew Travel Agency, L.L.C. The Managing Members shall in accordance with their respective Interests exercise sole control of this right. The vote of the majority Interest shall control. Additional Members to the company may be admitted upon payment of contributions equal to the fair market value of the Company at the time of admission. The Managing Members will determine fair market value.

ARTICLE VI – Members rights to continue business

The Members of Randrew Travel Agency, L.L.C. shall have the right to continue business upon 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 Company. The remaining Members shall have the right to buy the terminating Interest of the Capital Contribution from the departing Member at fair market value. Fair market value shall be determined by calculating the total amount of cash returned on the Interest for the life of the contribution. This return will be averaged by the number of years in place and divided by a 12% Capitalization rate. Should more than one Member wish to purchase the Terminating Interest, priority shall be given to Members in descending preference based upon Membership Interest percentage. In the event more than one Member wishes to purchase the terminating Interest and they have the same Interest percentage, the oldest Member has priority. Should their time in the Company be equal, they shall decide by lot. Should the remaining members decline to buy the terminating Interest, it may be sold, or inherited and the Managing Member(s) will determine if the purchaser is to be admitted as a new Member.



Randy S. Goodell, Managing Member

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TALLAHASSEE FLORIDA