

L01 0000003451

4.

LAW OFFICES

JOSEPH A. SOLLA, P.A.

135 Westward Drive, Suite A
Miami Springs, Florida 33166

Mailing Address:
Post Office Box 66-0004
Miami Springs, FL. 33266

Voice: (305) 888-6160
Fax: (305) 889-0821
Joso3@Bellsouth.net

March 03, 2001

STATE OF FLORIDA, SECRETARY OF STATE

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000003801850--3
-03/06/01--01037--010
***155.00 ***155.00

RE: BOOT LEASING & MANAGEMENT, L.L.C.
Our File No: 01-3EA8

via Express Mail

Dear Sir or Madam:

Attached please find Articles of Organization for the captioned limited liability company to be filed pursuant to law. Please return a certified copy of Articles to this office following filing.

Also attached, please find a Designation of Registered Agent and our check for the appropriate fees.

Your usual cooperation is appreciated.

CON
S/yd
D-03

Very truly yours,

JOSEPH A. SOLLA

enc.: Articles, BOOT LEASING & MANAGEMENT, L.L.C.
Reg. Agent Designation & Acceptance
Check

FILED
01 MAR -5 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
3/7

**ARTICLES OF ORGANIZATION OF,
BOOT LEASING & MANAGEMENT, L.L.C.**

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

ARTICLE I. NAME

The name of the limited liability company shall be BOOT LEASING & MANAGEMENT, L.L.C. (hereinafter "company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the company is 135 Westward Drive, Suite A, Miami Springs, Florida 33166.

ARTICLE III. DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. 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 JAMES R. RIDGELY, III, 135 Westward Drive, Suite A, Miami Springs, Florida 33166.

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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.

FILED

01 MAR -5 AM 9:21

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 such 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 a majority 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.

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 the majority vote of all the remaining members.

ARTICLE IX. MANAGEMENT

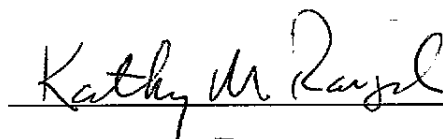
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is JAMES RIDGLEY, III 135 Westward Drive, Suite A, Miami Springs, Florida 33166.

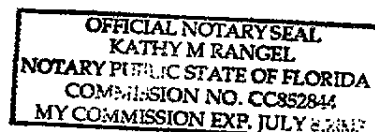
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, this 2nd day of March, 2001.


JAMES RIDGLEY, III
RIDGLEY

STATE OF FLORIDA, COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed before me this 2nd day of March, 2001, by JAMES RIDGLEY, III, who is personally known to me or who has produced _____ as identification.





**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE FOR,
BOOT LEASING & MANAGEMENT, L.L.C.**

Under the provisions of F.S. §608.414 or §608.507, BOOT LEASING & MANAGEMENT, L.L.C., 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 BOOT LEASING & MANAGEMENT, L.L.C..
2. The name and street address of the registered agent in Florida is: JAMES R. RIDGELY, III 135 Westward Drive, Suite A, Miami Springs, Florida 33166.
3. The undersigned, being the person named in the articles of organization of BOOT LEASING & MANAGEMENT, L.L.C., 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 duties, and is familiar with and accepts the obligations of the position of Registered Agent.


JAMES R. RIDGELY, III
Registered Agent

FILED
01 MAR -5 AM 9:21
STATE
TREASURER'S OFFICE
MIAMI SPRINGS