

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LO1000010673

Village People FUB LLC

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****250.00 ****125.00

- ____ Art of Inc. File
- ____ LTD Partnership File
- ____ Foreign Corp. File
- ☒ L.C. File
- ____ Fictitious Name File
- ____ Trade/Service Mark
- ____ Merger File
- ____ Art. of Amend. File
- ____ RA Resignation
- ____ Dissolution / Withdrawal
- ____ Annual Report / Reinstatement
- ____ Cert. Copy
- ____ Photo Copy
- ____ Certificate of Good Standing
- ____ Certificate of Status
- ____ Certificate of Fictitious Name
- ____ Corp Record Search
- ____ Officer Search
- ____ Fictitious Search
- ____ Fictitious Owner Search
- ____ Vehicle Search
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search
- ____ UCC 11 Retrieval
- ____ Courier

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01 JUL -2 AM 10:37
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

APPROVED
AND
FILED

Signature _____

Requested by: LW

Name _____

Date 7/2

Time 10:05

Walk-In _____

Will Pick Up _____

LB
7-2-01

ARTICLES OF ORGANIZATION

OF

VILLAGE ROYALE FUB, L.L.C.

The undersigned initial member of VILLAGE ROYALE FUB, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: VILLAGE ROYALE FUB, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on filing with the Secretary of State, and shall continue until June 30, 2031, unless otherwise dissolved pursuant to Article VIII of these Articles Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is: 13 West Hanna Lane, Bratenhal, Ohio 44108.

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is: 13 West Hanna Lane, Bratenhal, Ohio 44108.

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be: Lawrence M. Fuchs, Esq., Fuchs and Jones, P.A., 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of

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Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of the members or until its successors are elected and qualify.

MILES G. CARTER

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the

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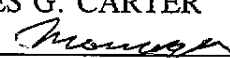
members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 25 day of June, 2001.

INITIAL MEMBER:

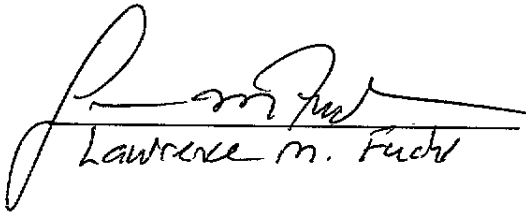
By: 
MILES G. CARTER
Its 

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of VILLAGE ROYALE FUB, L.L.C.
in its Articles of Organization, at the place designated in such Articles of Organization, the
undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts,
the obligations of such position.


Lawrence M. Fuch

By: _____

Dated: 6/24/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA