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CAPITAL CONNECTION, INC.

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Downtown Orlando Investments, LLC

☐ 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 _____
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☒ 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 _____

Signature _____

Requested by: *WL*

Name _____

Date *6/4*

Time *11:00*

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION
DOWNTOWN ORLANDO INVESTMENTS, LLC.

ARTICLE I - NAME

The name of the Limited Liability Company is:

DOWNTOWN ORLANDO INVESTMENTS, LLC.

ARTICLE II - ADDRESS

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

c/o Charles D. Miner, Esq.
1412 E. Robinson Street
Orlando, Florida 32801

ARTICLE III - DURATION

The existence of the Limited Liability Company will commence upon the execution of the Articles of Organization. The period of duration for the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of all members, unless the business of the Limited Liability Company is continued by the successor in interest of the last remaining member.

ARTICLE IV - PURPOSE

The purpose for which this Limited Liability Company is formed is to acquire legal and/or beneficial title to certain real property with a street address of 515 E. Pine Street, Orlando, Florida 32801, which property is located in Orange County, Florida, described more particularly as follows:

The East 30.97 feet of Lot 6 and the West 29.03 feet of Lot 7, CHARLES TREMAIN'S SUBDIVISION OF BLOCK 17 OF JACOB SUMMERLIN'S ADDITION TO ORLANDO, according to the plat thereof as recorded in Plat Book E, Page 20, Public Records of Orange County, Florida.

Tax Parcel I.D. #25-22-29-8720-00-062

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During the period of time the Limited Liability Company owns legal and/or beneficial title to the above-described property, the Limited Liability Company shall have and may exercise any and all rights and privileges incident to the ownership thereof. Without limiting the generality of the foregoing, the Limited Liability Company shall have the power to sell, convey, encumber, grant options to purchase, lease, transfer, exchange, convert into condominium units, or otherwise dispose of or deal with any such property on any terms deemed advisable, to execute and deliver deeds, leases, bills of sale, and other instruments of whatever character, and to take or cause to be taken all action deemed necessary or proper in connection therewith. The Limited Liability Company shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

The Limited Liability Company is being formed for the purpose of acquiring title to the property described above but may also acquire other real and personal property. The Limited Liability Company shall have the power to carry on the existing business or to conduct other business at the location described above, or at any other location where the Limited Liability Company may own any real or personal property.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by its six initial members. Each of the initial members of the Limited Liability Company shall be deemed Managing Members. Each of the Managing Members shall have equal authority in the management of the affairs of the Limited Liability Company. Any documents or instruments of conveyance required or permitted to be signed on behalf of the Limited Liability Company may be signed by any two of the Managing Members thereof, provided that the two Managing Members must not share the same place of residence (as disclosed in Article VI hereof) and the signature of any such Managing Members may be relied upon by any third party as to conclusively establish the authority of such Managing Members to bind the Limited Liability Company.

Any property owned by the Limited Liability Company may be dealt with by any two of the Managing Members, provided that the two Managing Members must not share the same place of residence (as disclosed in Article VI hereof) and the signature of any such Managing Members on any instrument of conveyance or encumbrance shall bind the Limited Liability Company, and all persons may presume that the Managing Members have full authority on behalf of the Limited Liability Company to sell, convey, encumber, grant options to purchase, lease, transfer, exchange or otherwise dispose of any property of the Limited Liability Company. Any two Managing Members (except for two Managing Members with the same address) shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

ARTICLE VI- MANAGING MEMBERS

The Managing Members of this Limited Liability Company shall be:

Randy L. McConnell
Sheryl McConnell
4115 Conway Place Circle
Orlando, Florida 32812

David Tehrani
Betty Tehrani
4127 Conway Place Circle
Orlando, Florida 32812

Daniel M. McConnell
Elizabeth R. McConnell
3248 McEwan Lane
Orlando, Florida 32812

ARTICLE VII- ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted into the Limited Liability Company with the consent of all of the Managing Members, or as otherwise provided in the Operating Agreement. In the event additional members are admitted into the Limited Liability Company, such additional members shall not have any management authority unless agreed to by all of the persons who are members of the Limited Liability Company.

ARTICLE VIII- REGULATIONS

The initial members shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company which shall contain provisions for the regulation and management of the affairs of the Limited Liability Company, and shall also contain provisions, relating to the respective rights of each of the members with respect to their interests in the Limited Liability Company. The regulations shall contain provisions whereby a Managing Member may elect to sell or retain his or her spouse's interest in the Limited Liability Company upon the death of such spouse, and shall also contain a provision dealing with voting rights and a tie-breaking procedure should the Managing Members be evenly divided as to whether the Limited Liability Company should take certain action.

**ARTICLE IX - REGISTERED AGENT,
REGISTERED OFFICE AND RESIDENT AGENT'S SIGNATURE**

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

Charles D. Miner, Esq.
1412 E. Robinson Street
Orlando, Florida 32801

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, Florida Statutes


Date: June 3, 2004


Charles D. Miner, Registered Agent

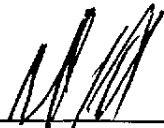
(In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**DOWNTOWN ORLANDO
INVESTMENTS, LLC.**

Date: June 3, 2004

By: 
Randy L. McConnell,
Managing Member

Date: June 3, 2004

By: 
David Tehrani
Managing Member