

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Warehouses of Pompano Beach, L.C.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Capital Exp. _____
 Corp. Search _____
 (d. Inheritance) File _____
 (d. Inheritance) File _____
 (d. Inheritance) File _____

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () _____ pgs. _____

G.C. FEE. DISBURSED

RECEIVED
 FILED
 FEB 1 1995

RECEIVED
 DIVISION OF CORPORATION
 MAR 10 1995

SUBTOTALS

FEE.....	3.0000	11402068
DISBURSED.....	****337.50	****337.50
SURCHARGE.....	\$	
TAX on corporate supplies.....	\$	
SUBTOTAL.....	\$	
PREPAID.....	\$	
BALANCE DUE.....	\$	

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

CK No.

WALK-IN Will Pick Up 2-7 11a

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF ORGANIZATION

OF

WAREHOUSES OF POMPANO BEACH, L.C.

FILED
95 FEB -7 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this limited liability company is WAREHOUSES OF POMPANO BEACH, L.C.

ARTICLE II
PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate real property.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
MEMBERS AND MANAGEMENT

This limited liability company shall have the following members:

Allen Prince	4400 N. Federal Hwy., #210 Boca Raton, Florida 33431
Elayne Prince	4400 N. Federal Hwy., #210 Boca Raton, Florida 33431

The business of the limited liability company shall be managed by the members.

ARTICLE IV
CONTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

Allen Prince	\$900.00
Elayne Prince	\$100.00

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

ARTICLE VI
VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company. Each member shall possess voting rights proportionate to their capital accounts.

ARTICLE VII
TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue for a period of thirty (30) years.

In the event of 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 the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this limited liability company is 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431, the initial registered agent of this limited liability company is ALLEN PRINCE with his address at 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431. The members may, from time to time, change the street and post office address of the limited liability company as well as the location of its principal office.

ARTICLE IX
AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this 31st day of January, 1995.

Allen Prince
ALLEN PRINCE, Member

Elayne Prince
ELAYNE PRINCE, Member

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of January, 1995, by Allen Prince, who is personally known to me (or who has produced known to me as identification) and who did take an oath.

(SEAL)

JOYCE BRITT

Print Name: Joyce Britt
Notary Public, State of Florida
Serial Number: _____



STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of January, 1995, by Elayne Prince, who is personally known to me (or who has produced known to me as identification) and who did take an oath.

(SEAL)

JOYCE BRITT

Print Name: Joyce Britt
Notary Public, State of Florida
Serial Number: _____



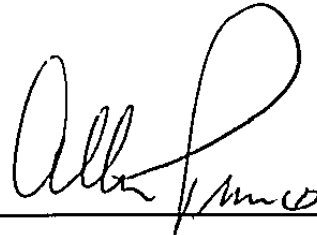
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Warehouses of Pompano Beach, L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization in the City of Boca Raton, State of Florida has named Allen Prince, located at 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

A handwritten signature in cursive script, appearing to read 'Allen Prince', is written over a horizontal line.

ALLEN PRINCE

(Registered Agent)

FILED
FEB -7 PM 1:23
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WAREHOUSES
OF POMPANO BEACH, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(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.)

FILING FEE: \$ 250 for Articles of Organization and Affidavit

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra H. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000110

WAREHOUSES OF POMPANO BEACH, L.C.
4400 N FEDERAL HWY
SUITE 210
BOCA RATON FL 33431

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

1a. Principal Place of Business Address

4400 N FEDERAL HWY
SUITE 210
BOCA RATON FL 33431

3. Date Organized or Qualified

3a. State of Formation

02/07/1995

FL

4. FET Number

65-0559412

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ As An Additional Fee Required

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

PRINCE, ALLEN
4400 N FEDERAL HWY
SUITE 210
BOCA RATON FL 33431

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code

FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (FET#) (Registered Agent's signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	PRINCE, ALLEN	4400 N FEDERAL HWY #210	BOCA RATON FL
MEM	PRINCE, ELAYNE	4400 N FEDERAL HWY #210	BOCA RATON FL

300001751583
-03/20/96--01105--002
****238.75 ****238.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10.

SIGNATURE:

Allen Prince

3/17/96 4073948199