

L95000000165

SEELEY, SAVIDGE & AUSSEM

A LEGAL PROFESSIONAL ASSOCIATION

LOHAIN COUNTY OFFICE
510 WEST BROAD STREET
SUITE 100
FLYNN, OHIO 44131
(216) 246-0100

100 BANK ONE CENTER
800 SUPERIOR AVENUE EAST
CLEVELAND OHIO 44114 2000
(216) 500-1200
FACSIMILE (216) 500-0211

WESTLAKE OFFICE
21000 DETROIT ROAD
WESTLAKE OHIO 44145
(216) 882-4000

February 22, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

1000001414041
-02/23/95--01096--002
++++285.00 +++++285.00

ATTN: Terri Buckley

Re: GABA Limited Company

Dear Ms. Buckley:

Enclosed for filing with the Florida Secretary of State are Articles of Organization of GABA Limited Company, a Limited Liability Company. Also enclosed is a check in the amount of \$285.00 made payable to the Secretary of State to cover the necessary filing fees. Upon completion, kindly forward your usual filing evidence to the attention of the undersigned.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned.

Sincerely,

Patricia A. Wade
Patricia A. Wade,
Paralegal

Enclosure

95 FEB 27 11:35
FILED
TALLAHASSEE, FLORIDA

95 FEB 27 11:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GABA LIMITED COMPANY

The undersigned, desiring to form a Limited Liability Company under the Limited Liability Company Law of Florida, hereby certify:

ARTICLE I
NAME

The name of the Company shall be GABA Limited Company.

ARTICLE II
DURATION

The period of duration of the Company shall be Thirty (30) years.

ARTICLE III
MAILING ADDRESS

The mailing address of the principal office of the Company shall be 7955 Fisher Island Drive, Fisher Island, Florida 33109.

ARTICLE IV
REGISTERED AGENT

The name and street address of the initial Registered Agent in the State shall be: George T. Anthony, 7955 Fisher Island Drive, Fisher Island, Florida 33109.

ARTICLE V
RIGHT TO ADMIT ADDITIONAL MEMBERS

Additional Members of the Company may be admitted to the Company upon the affirmative vote of the existing Members holding a cumulative majority ownership interest in the Company.

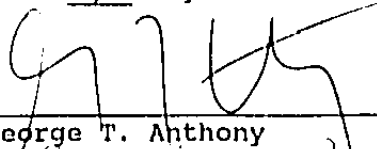
ARTICLE VI
RIGHT TO CONTINUE BUSINESS

The remaining Members of the Company, upon the affirmative vote of the remaining Members holding a cumulative majority ownership interest in the Company, shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company.

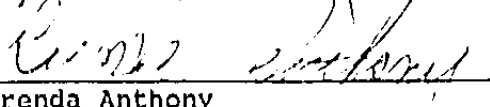
ARTICLE VII
MANAGEMENT OF THE COMPANY

The management of the Company shall be reserved to the Members. The name and address of the managing Member, who is to serve as manager until the first annual meeting of the Members or until his successor or successors are elected and qualified shall be: George T. Anthony, 7955 Fisher Island Drive, Fisher Island, Florida 33109.

THE UNDERSIGNED, being Members of the Company hereby formed, have hereunto set their signatures this 17 day of February, 1995.



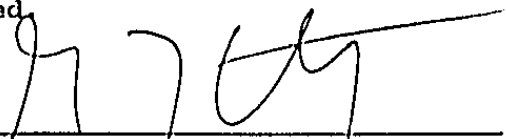
George T. Anthony

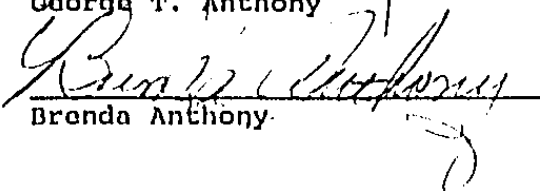


Brenda Anthony

ORIGINAL APPOINTMENT OF REGISTERED AGENT

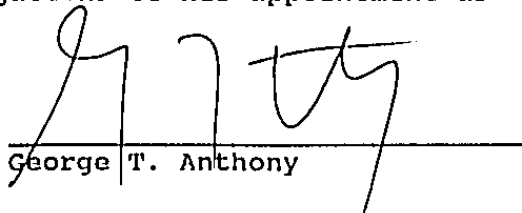
The undersigned, being members of GABA Limited Company, appoint George T. Anthony, 7955 Fisher Island Drive, Fisher Island, Florida 33109, to be Registered Agent upon whom any process, notice or demand required or permitted by statute to be served upon the Company may be served.


George T. Anthony


Brenda Anthony

ACCEPTANCE OF APPOINTMENT

The undersigned, George T. Anthony, 7955 Fisher Island Drive, Fisher Island, Florida 33109, named herein as Registered Agent for GABA Limited Company, hereby acknowledges that he is familiar with and accepts the obligations of his appointment as Registered Agent for said Company.


George T. Anthony

TES/plm (vm)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS. AFFIDAVIT
COUNTY OF DADE)

The undersigned, George T. Anthony and Brenda Anthony, being Members of GABA Limited Company and being first duly sworn, hereby state as follows:

1. That they are Members of GABA Limited Company (hereinafter the "Company").

2. That the Company has two Members, the same being:

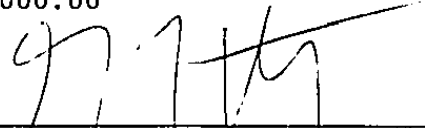
George T. Anthony
7955 Fisher Island Drive
Fisher Island, Florida 33109

Brenda Anthony
7955 Fisher Island Drive
Fisher Island, Florida 33109

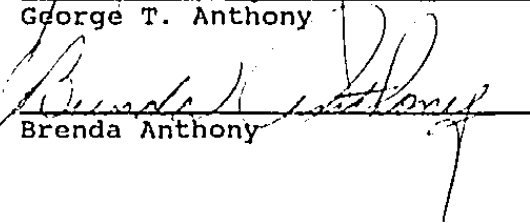
3. That the total amount of cash to be contributed by the Members is One Million Dollars (\$1,000,000.00).

4. That the amount of cash to be contributed by each individual Member is as follows:

George T. Anthony - \$500,000.00
Brenda Anthony - \$500,000.00



George T. Anthony



Brenda Anthony

STATE (FLORIDA)
Dade COUNTY) SS

BEFORE ME, a Notary Public in and for said County and State personally appeared the above-named George T. Anthony, who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto signed my name and affixed my seal at Dade County, Florida, the 17 day of February, 1995.

Sandra L. Garcia
Notary Public



OFFICIAL SEAL
SANDRA L. GARCIA
My Commission Expires
May 1, 1997
Comm. No. CC 275108

STATE OF FLORIDA)
Dade COUNTY) SS

BEFORE ME, a Notary Public in and for said County and State personally appeared the above-named Brenda Anthony, who acknowledged that she did sign the foregoing instrument and that the same is her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto signed my name and affixed my seal at Dade County, Florida, the 17th day of February, 1995.

Sandra L. Garcia
Notary Public



OFFICIAL SEAL
SANDRA L. GARCIA
My Commission Expires
May 1, 1997
Comm. No. CC 275108

TES/plm(vn)
gaba.sff

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA