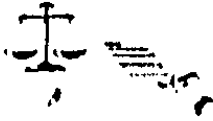


L95000000168



CHRISTOPHER A. ANSELMO, P.A.

Attorney & C.P.A.

2901 WEST STATE ROAD 434, SUITE 111

LONGWOOD, FLORIDA 32779

(407) 774-1040 ~ (407) 774-1041 FAX

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

Date: 2/24/95

File: Ultimate Bank, L.C.

4000001681004
02/02/95 - 01115 - 001
*****258.75 *****258.75

4000001681004
02/02/95 - 01115 - 002
*****35.00 *****35.00

The following document(s) are enclosed for recording/filing with your office:

- | | | |
|---|-------------|----------|
| <input checked="" type="checkbox"/> Affidavit of <u>Assignment of Social Security</u> | _____ pages | \$ _____ |
| <input type="checkbox"/> Assignment | _____ pages | \$ _____ |
| <input checked="" type="checkbox"/> Certificate <u>Assignment of Social Security</u> | _____ pages | \$ _____ |
| <input type="checkbox"/> Claim of Lien | _____ pages | \$ _____ |
| <input type="checkbox"/> Deed for \$ _____ | _____ pages | \$ _____ |

Documentary Stamp Taxes

- | | | |
|--|-------------|----------|
| <input type="checkbox"/> DR-219 | _____ pages | \$ _____ |
| <input type="checkbox"/> Easement | _____ pages | \$ _____ |
| <input type="checkbox"/> Judgment | _____ pages | \$ _____ |
| <input type="checkbox"/> Memorandum | _____ pages | \$ _____ |
| <input type="checkbox"/> Mortgage for \$ _____ | _____ pages | \$ _____ |

Documentary Stamp Taxes

- | | | |
|--|-------------|----------|
| <input type="checkbox"/> Notice of Commencement | _____ pages | \$ _____ |
| <input type="checkbox"/> Notice to Lienors | _____ pages | \$ _____ |
| <input type="checkbox"/> Option | _____ pages | \$ _____ |
| <input type="checkbox"/> Release | _____ pages | \$ _____ |
| <input type="checkbox"/> Satisfaction | _____ pages | \$ _____ |
| <input type="checkbox"/> Subordination | _____ pages | \$ _____ |
| <input type="checkbox"/> UCC-1 | _____ pages | \$ _____ |
| <input type="checkbox"/> UCC-3 | _____ pages | \$ _____ |
| <input checked="" type="checkbox"/> <u>Assignment of Social Security</u> | _____ pages | \$ _____ |
| <input checked="" type="checkbox"/> <u>Assignment of Social Security</u> | _____ pages | \$ _____ |
| <input type="checkbox"/> _____ | _____ pages | \$ _____ |

TOTAL

EFFECTIVE DATE
MAR 1 1995

FILED
MAR 2 PM 11
TALLAHASSEE, FLORIDA

Enclosed is check # 251 for the total fees due. Please, return file marked copies to us.

Articles of Organization of Ultimate Week, L.C.

ARTICLE I. NAME

The name of this Limited Liability Company is Ultimate Week, L.C. ("Company").

ARTICLE II. DURATION

The Company shall exist for a period of not more than 30 years, commencing on the Effective Date. If March 1, 1995, is within five business days prior to the date of filing with the Department of State, then March 1, 1995, shall be the "Effective Date." If March 1, 1995, is after the date of filing with the Department of State, then March 1, 1995, shall be the Effective Date; otherwise, the date of filing with the Department of State shall be the Effective Date.

ARTICLE III. ADDRESS

The mailing address and the street address of the Company's principal office is 2909 West S.R. 434, Suite 101, Longwood, FL 32779.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is: Steve Zabriskie, 2909 West S.R. 434, Suite 101, Longwood, FL 32779.

ARTICLE V. CLASSES OF MEMBERSHIPS

There shall be two classes of memberships as follows:

- Class A: The Company is authorized to issue 100,000 Class A membership certificates. Class A members shall be entitled to vote on all issues.
- Class B: The Company is authorized to issue 100,000 Class B membership certificates. Class B members shall have no voting rights, unless otherwise set forth in the Regulations.

ARTICLE VI. ADMISSION OF NEW MEMBERS

No person may be admitted as a member, unless each Class A member consents, in writing, to the admission of the additional member.

ARTICLE VII. CONTINUITY OF LIFE

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of an event which terminates the continued membership of a member in the Company, the remaining Class A members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue. The remaining Class A members must agree, within 60 days from the date of such event, to continue; otherwise the Company shall be dissolved and liquidated.

FILED

95 MAR -2 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
MAR 1 1995

ARTICLE VIII. MANAGEMENT

The Company shall be managed by a Board of Managers consisting of at least one Manager, to be elected annually by the Class A members. Initially, the Company shall be managed by Steve Zabriskie, 2909 West S.R. 434, Suite 101, Longwood, FL 32779, until the first meeting of the Class A members, or until his successor is elected.

ARTICLE IX. SHARING IN PROFITS AND LOSSES

The allocation of income, gain, loss, profit, credits, or similar items shall be allocated based on a member's percentage ownership of membership certificates, and not based on a member's relative capital account.

ARTICLE X. DISTRIBUTION OF PROFITS

Distribution to the members of the net profits of the Company shall be made at least annually, except that net profits and prior earnings may be retained by the Company and transferred to the member's capital accounts for the reasonable needs of the business as determined in the sole and absolute discretion of the Board of Managers.

ARTICLE XI. TRANSFERABILITY OF MEMBER'S INTEREST

A member's interest in the Company is not assignable in whole or in part, unless two-thirds of the non-assigning Class A members consent to the assignment. An assignment of a member's interest in the Company does not dissolve the Company or entitle the assignee to become or to exercise any rights or powers of a member. An assignment entitles the assignee to share in the profits and losses of the Company, to receive such distribution(s), and to receive such allocation of income, gain, loss, or credit or similar item to which the assignor was entitled, to the extent assigned. A member ceases to be a member and ceases to have the power to exercise any rights or powers of a member upon assignment of his entire interest in the Company. The mere consent to the assignment, without more, does not automatically make the assignee a member. An assignee may become a member only if two-thirds of the Class A members consent to the assignee becoming a member.

ARTICLE XII. AMENDMENTS

The power to adopt, alter, amend, or repeal (collectively, "amendments") these Articles and the Regulations of the Company shall be reserved to the Board of Managers by a two-thirds vote. Such amendments shall be duly signed by all of the Managers, and filed with the Secretary of the State of Florida. All members of the Company agree to abide by these Articles, the Regulations, and any amendments thereto, and agree to sign such for the purpose of filing with the Secretary of the State of Florida, if such signatures are necessary.

In Witness Whereof, the undersigned has executed this instrument as Steve Zabriskie 1995.

Steve Zabriskie
Steve Zabriskie, Member and Initial Manager

**Affidavit of Membership and
Capital Contributions**

[P.S. 1608 407(2)]

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared, **Steve Zabriskie**, the initial Manager of **Ultimate Week, L.C.**, a Florida limited liability company ("Company"), after being first duly sworn, deposes and says:

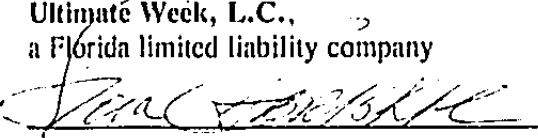
- 1) The Company has at least two members.
- 2) The amount of cash and a description and agreed value of property other than cash contributed by the members is:

Cash	\$100,000.
Office Furniture & Equipment	\$ 20,000.

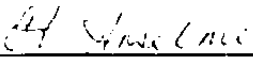
- 3) The amount anticipated to be contributed by the members is: \$120,000.

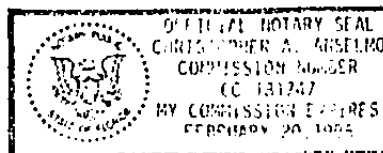
Under the penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Ultimate Week, L.C.,
a Florida limited liability company


By: Steve Zabriskie, Initial Manager

Sworn to and subscribed before me on February 24, 1995, by Steve Zabriskie, as the initial manager of **Ultimate Week, L.C.**, a Florida limited liability company on behalf of the limited liability company. Said person is known to me, or who has produced _____ as identification.


Notary Public: CHRISTOPHER A. ANSELMO
My Commission Expires: 02-20-1996
My Commission Number is: 131247



**Certificate of Designation
Registered Agent and Registered Office**

FILED
95 MAR -2 AM 10:11

Pursuant to the provisions of §608.415, Florida Statutes, the undersigned, Ultimate Week, L.C., a limited liability company, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: **Ultimate Week, L.C.**
2. The name and street address of the registered agent and office is:


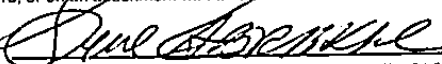
Steve Zabriskie, 2909 West S.R. 434, Suite 101, Longwood, FL 32779

By: *Steve Zabriskie*
Name: Steve Zabriskie, Initial Manager
Date: 3-2-95

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Steve Zabriskie
Name: Steve Zabriskie, Registered Agent
Date: 3-2-95

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham 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 #L95000000168 ULTIMATE WEEK, L.C. 2909 WEST S.R. 434 SUITE 101 LONGWOOD FL 32779		1a. Principal Place of Business Address 2909 WEST S.R. 434 SUITE 101 LONGWOOD FL 32779	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 03/01/1995 4. FEI Number 59-3306425 5. Date of Last Report	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input type="checkbox"/> No Fee Required	
7. Name and Address of Current Registered Agent ZABRISKIE, STEVE 2909 WEST S.R. 434 SUITE 101 LONGWOOD FL 32779		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
9. Pursuant to the provisions of Sections 606.416 and 606.508, 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) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	ZABRISKIE, STEVE	2909 WEST S.R. 434 SUITE 101	LONGWOOD FL
200001846432 -05/31/96--01090--010 ****263.75 ****263.75			
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, or on an attachment with an address.			
SIGNATURE:  Steve Zabriskie		Date 2/7/96 407-222-2222	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	