

L95000000257

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

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 \$ _____

FILED
 SEP 29 1995
 TALLAHASSEE, FL

W95-6715

AB 5/29/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>ju</u>	_____	_____	_____

WALK-IN
 Will Pick Up 327 1100

RE: First Gardens L.C.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

FEE.....	\$ 80
DISBURSED.....	\$ 135
SURCHARGE.....	\$ 12
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 27, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: FIRST GARDENS, L.C.
Ref. Number: W95000006715

We have received your document for FIRST GARDENS, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 995A00013757

6)

Corrected

ARTICLES OF ORGANIZATION
OF
FIRST GARDENS, L.C.

FILED
95 MAR 22 PM 3:22
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **FIRST GARDENS, L.C.** ("Company").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business of the Company in Florida shall be 2041 South Lake Summitt Drive, Cypress Gardens, Florida 33884.

The mailing address shall be P.O. Box 1, Cypress Gardens, Florida 33884.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than March 1, 2025, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to own and lease real property and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is JOHN L. MANN, 105 South Florida Avenue, Lakeland, Florida 33801.

ARTICLE V - INITIAL MEMBERS AND PERCENTAGE INTERESTS CAPITAL CONTRIBUTIONS

The initial members of the Company and their interest in the Company and their contribution to the capital of the Company shall be:

William Cecil Reynolds 259 Hernando Rd., S.E. Winter Haven, FL 33884	51%	\$ 510.00
John Robert Kohoe Jr. 710 Logan Lane Winter Haven, FL 33880	12%	\$ 120.00
Dennis Delbert Brock P.O. Box 72 Cypress Gardens, FL 33884	11%	\$ 110.00
Glenn Edward LaBuda 1005 High Point Ct., S.W. Winter Haven, FL 33880	11%	\$ 110.00
Deborah Jones 7042 Black Rd. Lake Wales, FL 33884	5%	\$ 50.00
Thomas Joseph Trupiano 2107 Jonathan Lane Winter Haven, FL 33884	5%	\$ 50.00
Sharon Lea Creedon 235 Nassau Rd., S.E. Winter Haven, FL 33884	5%	\$ 50.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the consent of members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the

management of the business and affairs of the Company or become a member unless at least members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company; provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Winter Haven, Florida, for the foregoing uses and purposes this 27th day of March, 1996.

William Cecil Reynolds
WILLIAM CECIL REYNOLDS

John Robert Kehoe Jr.
JOHN ROBERT KEHOE JR.

Dennis Delbert Brock
DENNIS DELBERT BROCK

Glenn Edward LaBuda
GLENN EDWARD LaBUDA

Deborah Jones
DEBORAH JONES

Thomas Joseph Trupiano
THOMAS JOSEPH TRUPIANO

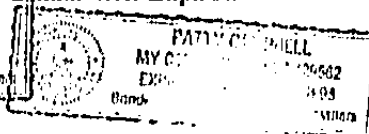
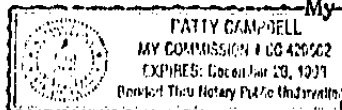
Sharon Lea Creedon
SHARON LEA CREEDON

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by WILLIAM CECIL REYNOLDS, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public PATTY CAMPBELL
(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)

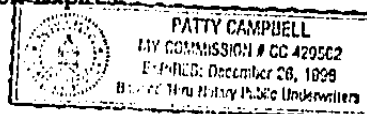


STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by JOHN ROBERT KEHOE, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public PATTY CAMPBELL
(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)

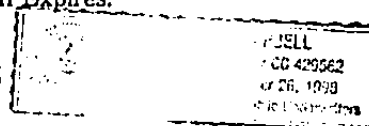
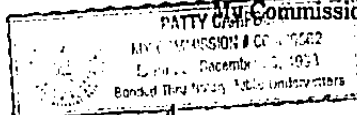


STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by DENNIS DELBERT BROCK, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public PATTY CAMPBELL
(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by GLENN EDWARD LABUDA, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

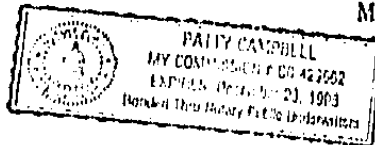
Patty Campbell
Notary Public PATTY CAMPBELL

(Print or Type Notary Name)

Commission (Serial) Number: _____

My Commission Expires: _____

(SEAL)



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by DEBORAH JONES, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public PATTY CAMPBELL

(Print or Type Notary Name)

Commission (Serial) Number: _____

My Commission Expires: _____

(SEAL)



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by THOMAS JOSEPH TRUPIANO, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

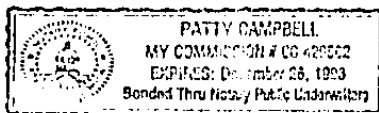
Patty Campbell
Notary Public PATTY CAMPBELL

(Print or Type Notary Name)

Commission (Serial) Number: _____

My Commission Expires: _____

(SEAL)



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1996 by SHARON LEA CREEDON, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Notary Public

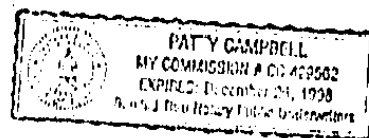
PATY CAMPBELL

(Print or Type Notary Name)

Commission (Serial) Number: _____

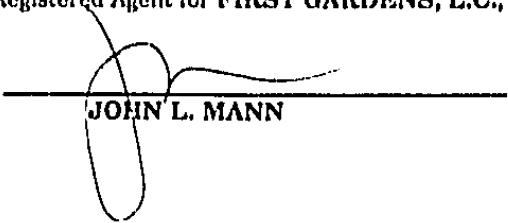
My Commission Expires: _____

(SEAL)



ACCEPTANCE

I hereby accept to act as Initial Registered Agent for FIRST GARDENS, L.C., as stated
in these Articles of Organization.



JOHN L. MANN

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

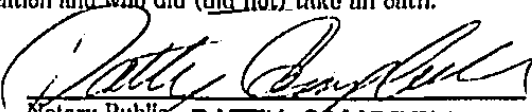
The undersigned member or authorized representative of a member of FIRST GARDENS, L.C. deposes and says:

1. The above name limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than contributed by members is none.
4. The total amount of cash or property anticipated to be contributed by members are \$1,000.00. This total includes amounts from 2 and 3 above.


WILLIAM CECIL REYNOLDS

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 28 day of March, 1995 by WILLIAM CECIL REYNOLDS, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Notary Public PATTY CAMPBELL
(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)



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

APPROVED

46 APR 29 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mothman
Secretary of State
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mothman
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 #L95000000257

FIRST GARDENS, L.C.
P.O. BOX 1
CYPRESS GARDENS FL 33884

1a. Principal Place of Business Address
2641 SOUTH LAKE SUMMITT DRIVE
CYPRESS GARDENS FL 33884

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

2. Principal Place of Business Same Suite, Apt. #, etc.		2a. Mailing Address P.O. Box 64 Suite, Apt. #, etc.		3. Date Organized or Qualified 03/29/1995	3a. State of Formation FL
City & State		City & State		4. FEI Number 59-3311771	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	5. Date of Last Report N/A	6. Certificate of Status Desired <input type="checkbox"/> AS FS Additional Fee Required
33884	Polk	33884	Polk	N/A	

7. Name and Address of Current Registered Agent

MANN, JOHN L
105 SOUTH FLORIDA AVE.
LAKELAND FL 33801

8. Name and Address of New Registered Agent

Name Same
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City FL
Zip Code 33801

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 _____
(If registered Agent Accepting Appointment) (If 118, If registered Agent's signature required when appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	REYNOLDS, WILLIAM C	259 HERNANDO ROAD S.E.	WINTER HAVEN FL
MGRM	KEHOE, JOHN R JR	716 LOGAN LANE	WINTER HAVEN FL
MGRM	BROCK, DENNIS D	1103 CYPRESS GARDENS BLVD.	WINTER HAVEN FL
MGRM	LABUDA, GLENN E	1605 HIGH POINT CT., S.W.	WINTER HAVEN FL
MGRM	JONES, DEBORAH	7042 BLACK ROAD	LAKE WALES FL
MGRM	TRUPIANO, THOMAS J	2107 JONATHAN LANE	WINTER HAVEN FL
MGRM	CREEDON, SHARON L.	235 NASSAU RD., SE	WINTER HAVEN, FL

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: John R. Kehoe Jr. John R. Kehoe Jr. Apr 123, 1996 941-224-7111
SIGNATURE AND PRINTED NAME OF SIGNER (MANAGING MEMBER OR MANAGER) Date Daytime Phone #