

L950000000263

PAYNE & JONES

CHARTERED

HOWARD E. PATNE (1901-1978)
W. C. JONES (1908-1970)

ROBERT M. ANDERSON
KEITH MARTIN
H. THOMAS PAYNE
JOHN H. JOHNS, JR.
EDWARD M. BOYLE
HARRY W. MCCORMICK
THOMAS K. JONES
DAVID K. MARTIN
JODDE OLSEN LANNING
THOMAS L. ORISWOLD
BUDAN B. BAKER
T. BRADLEY MANSON
JOHN M. KRAMANN
JAMES E. SWITZER
KIP A. RUBIN

COMMERCY TERRACE
COLLEGE BOULEVARD AT KING
11000 KING
P. O. BOX 18888
OVERLAND PARK, KS 66208-8888
(813) 488 4100
(KANSAS CITY)
FACSIMILE (813) 488-8188
MARKET STREET PLACE
309 SOUTH MARKET, SUITE 200
LEE'S SUMMIT, MO 64083

JAMES J. CHAMER
DONALD H. WHITNEY
DAVID H. SMITH
JOHN W. OILCHMIST
MICHAEL W. LUCANBY
MICHAEL H. LOWE
JULIE A. N. SAMPLE
DIRK L. HUBBARD
STEVEN L. PASSER
J. TYLER PETERB
SCOTT M. ADAM
SCOTT C. LONG
DERONAH A. MOELLER
ROGER H. TEMPLIN
ROBERT E. JAMES

February 24, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001417926
-03/01/95--01016--001
****35.00 ****35.00

Re: MAS Ventures, L.C.

600001417926
-03/01/95--01016--002
****52.50 ****52.50

Gentlemen:

Enclosed herewith please find the following documents for filing:

1. Original and one copy of Articles of Organization. WAS-4707
2. Original and one copy of Affidavit of Membership and Contributions.
3. Duplicate originals of Certificate of Designation of Registered Agent/Registered Office.
4. Check for \$250.00 to cover the filing fee for the Articles of Organization.
5. Check for \$52.50 to cover the certification fee for the Articles of Organization.
6. Check for \$35.00 to cover the filing fee for the Certificate of Designation of Registered Agent/Registered Office.

Should you need anything further before processing our request, please don't hesitate to give me a call.

Yours very truly,

Thomas K. Jones
Thomas K. Jones
for Payne & Jones, Chartered

TKJ:kb
Enclosures
cc: Mark A. Susz

600001417926
-03/01/95--01016--003
****250.00 ****250.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1995

THOMAS K. JONES, ESQ.
P.O. BOX 25625
OVERLAND PARK, KS 66225-5625

SUBJECT: MAS VENTURES, L.C.
Ref. Number: W95000004707

We have received your document for MAS VENTURES, L.C. and your check(s) totalling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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 Dundick
Corporate Specialist

Letter Number: 195A00009468

LAW OFFICES

'PAYNE & JONES

CHARTERED

HOWARD E. PAYNE (1901-1978)
W. C. JONES (1908-1970)

ROBERT P. ANDERSON
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THOMAS L. ORISWOLD
SUSAN S. BAKER
T. BRADLEY MANSON
JOHN M. KLAHMANN
JAMES E. BWITZEN
KIP A. RUBIN

COMMERCE TERRACE
COLLEGE BOULEVARD AT KING
11000 KING
P. O. BOX 88088
OVERLAND PARK, KS 66225-8888
(913) 499-4100
(KANSAS CITY)
FACSIMILE (913) 499-8182

MARKET STREET PLACE
309 SOUTH MARKET, SUITE 200
LEE'S SUMMIT, MO 64083

JAMES J. CRAHEN
DONALD R. WHITNEY
DAVID R. SMITH
JOHN W. GILCHRIST
MICHAEL W. LUCANSKY
MICHAEL R. LOWE
JULIE A. H. SAMPLE
DIRK L. HUBBARD
STEVEN L. PABER
J. TYLER PETERS
SCOTT M. ADAM
SCOTT C. LONG
DEBORAH A. MOELLER
ROGER H. TEMPLIN
ROBERT E. JAMES

March 15, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: MAS Ventures, L.C.
Reference No. W95000004707
Letter No. 195A00009468

Gentlemen:

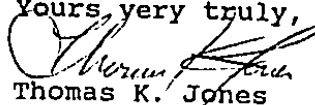
Enclosed herewith please find the following documents for
refiling:

1. Duplicate originals of Articles of Organization.
2. Duplicate originals of the Affidavit of Membership and Contributions.
3. Duplicate originals of an Acceptance of Appointment executed by CT Corporation System, the resident agent.
4. Copy of your letter dated March 2, 1995.

You are holding our checks for filing and certification which
were previously sent to you with our original mailing.

Should you need anything further before processing our request,
please don't hesitate to give me a call.

Yours very truly,


Thomas K. Jones

for Payne & Jones, Chartered

TKJ:kb
Enclosures
cc: Mark A. Susz



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 21, 1995

THOMAS K. JONES, ESQ.
P.O. BOX 25625
OVERLAND PARK, KS 66225-5625

SUBJECT: MAS VENTURES, L.C.
Ref. Number: W95000004707

We have received your document for MAS VENTURES, L.C.. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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: 695A00012709

LAW OFFICES

PAYNE & JONES

CHARTERED

HOWARD E. PAYNE (1901-1978)
W. C. JONES (1908-1970)

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OVERLAND PARK, KS 66228-8878
(913) 489-4100
(KANSAS CITY)
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J. TYLER PETERS
SCOTT M. ADAM
SCOTT C. LONG
DEBORAH A. MOELLER
ROGER H. TEMPLIN
ROBERT E. JAMES

March 28, 1995

VIA UPS NEXT DAY AIR
Ms. Agnes Bundick
Corporate Specialist
Florida Department of State
State Capitol Plaza, Level 2
Tallahassee, FL 32399

Re: MAS Ventures, L.C.; Reference No. W95000004707
Letter No. 695A00012709

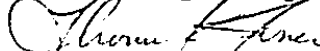
Dear Ms. Bundick:

Enclosed herewith please find the following documents for
refiling:

1. Duplicate originals of Articles of Organization which
now contain the name and address of the resident agent and
registered office.
2. Duplicate originals of the Affidavit of Membership and
Contributions.
3. Duplicate originals of an Acceptance of Appointment
executed by CT Corporation System, the resident agent.
4. Copy of your letter dated March 21, 1995.

You are holding our checks for filing and certification which
were previously sent to you with our original mailing. Should
you need anything further before processing our request, please
don't hesitate to give me a call.

Yours very truly,



Thomas K. Jones
for Payne & Jones, Chartered

TKJ:kb
Enclosures

ARTICLES OF ORGANIZATION
OF
MAS VENTURES, L.C.

FILED
95 APR 3 AM 9:50
1995

ARTICLE I
Name

The name of this limited liability company is MAS VENTURES, L.C.

ARTICLE II
Mailing Address of Corporation; Corporation's Resident Agent and Registered Office

The street address of the principal office of the limited liability company is 10955 Lowell, Suite 1000, Overland Park, KS 66210. The resident agent of the corporation is CT CORPORATION SYSTEM, with the registered office being located in the state of Florida at 1200 S. Pine Island Road, Plantation, FL 33324. An Acceptance of Appointment signed by CT CORPORATION SYSTEMS is attached hereto.

ARTICLE III
Duration

The limited liability company shall have perpetual duration.

ARTICLE IV
Management; Organizers

The day-to-day operation of the limited liability company is to be vested in the members. Each member shall have one vote for each percent of interest owned by such member in the limited liability company. The initial members of this Limited Liability Company are as follows:

Mark A. Susz
10955 Lowell, Suite 1000
Overland Park, KS 66210

Adam Jason Susz
10955 Lowell, Suite 1000
Overland Park, KS 66210

ARTICLE V
Right to Continue

Upon the unanimous consent of all remaining members, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company.

ARTICLE VI
Indemnification of Members

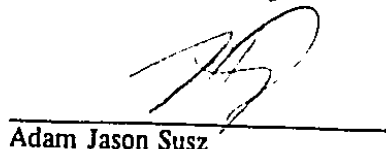
Any member performing management activities for the limited liability company shall have no liability to the limited liability company or any of its members for monetary damages for breach of fiduciary duty; provided, however, that such elimination of liability of such individual shall not apply (a) for any breach of such member's duty of loyalty to the limited liability company or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which such member derived an improper personal benefit.

ARTICLE VII
Operating Agreement

The power to adopt, repeal and amend the operating agreement of this limited liability company shall reside in the members of this limited liability company. Each member shall vote in proportion to his or her proprietary interest in the limited liability corporation.

IN TESTIMONY WHEREOF, the undersigned being all of the initial members of have hereunto set our names this 10th day of February, 1995.


Mark A. Susz


Adam Jason Susz

STATE OF KANSAS)
) SS.
COUNTY OF JOHNSON)

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, who are personally known to me to be the same person who executed the foregoing Instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of February, 1995.



Kathleen D. Dajman
Notary Public

My Appointment Expires:

9/6/96

Filing Fee: \$250.00
Certified Copy: \$52.50

ACCEPTANCE OF APPOINTMENT

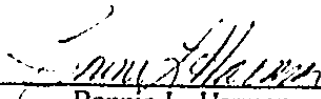
RE: MAS VENTURES, LC

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: March 9, 1995

C T CORPORATION SYSTEM

By



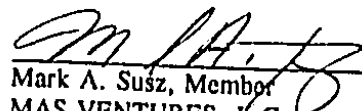
Bonnie L. Harmon,
Assistant Secretary

FILED
95 APR -3 AM 9:00
TALLAHASSEE
FLORIDA

Affidavit of Membership and Contributions

The undersigned member of MAS VENTURES, 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 members is \$00.00.
3. If any, the agreed value of property other than cash contributed by the members is \$1,700,000. 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 all members is \$1,700,000. This total includes amounts from 2 and 3 above.


Mark A. Susz, Member
MAS VENTURES, L.C.

FILED
95 APR -3 PM 5:00
FBI - MEMPHIS

Lots 5 and 6, INTRACOASTAL HARBOUR, a Subdivision, as per map or plat thereof on file and recorded in Plat Book 45, Page 35, Public Records of Lee County, Florida.

Lots 11 and 12, INTRACOASTAL HARBOUR, a Subdivision, as per map or plat thereof on file and recorded in Plat Book 45, Page 35, Public Records of Lee County, Florida.


Lots 13 and 14, INTRACOASTAL HARBOUR, a Subdivision, as per map or plat thereof on file and recorded in Plat Book 45, Page 35, Public Records of Lee County, Florida.

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

APPROVED
AND
FILED

1996 APR -9 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra H. Northam Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT #L95000000263
MAS VENTURES, L.C. 10955 LOWELL SUITE 1000 OVERLAND PARK KS 66210	

1a. Principal Place of Business Address
10955 LOWELL SUITE 1000 OVERLAND PARK KS 66210

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

3. Date Organized or Qualified	3a. State of Formation
04/03/1995	FL
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
48-1166973	
5. Date of Last Report	6. Certificate of Status Desired
	<input type="checkbox"/> \$75 Additional Fee Required

7. Name and Address of Current Registered Agent
CT CORPORATION SYSTE, MS 1200 S. PINE ISLAND ROAD PLANTATION FL 33324

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City

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 _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	SUSZ, MARK A	10955 LOWELL SUITE 1000	OVERLAND PARK KS 66210
MGRM	JONES, THOMAS K.	11000 King, Suite 200	Overland Park, KS 66210

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: MARK A. SUSZ 2-12-96