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1950000314

ACCOUNT NO. : 072100000032

REFERENCE : 584299 5312A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 24, 1995

ORDER TIME : 2:25 PM

ORDER NO. : 584299

CUSTOMER NO: 5312A

CUSTOMER: Randolph J. Wolfe, Esq  
ANNIS MITCHELL COCKEY  
EDWARDS & ROEHN, P.A.  
201 North Franklin  
Suite 2100  
Tampa, FL 33602

000001471220  
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\*\*\*\*293.75 \*\*\*\*293.75

DOMESTIC FILING

NAME: PLAS/TANNER GOLDEN RULE, L.C.

FILED  
95 APR 24 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN APR 25 1995

ARTICLES OF ORGANIZATION  
OF  
PLAS/TANNER GOLDEN RULE, L.C.

95 APR 24 AM 9:32  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is PLAS/TANNER GOLDEN RULE, L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in the Regulations and Operating Agreement or *Florida Statutes*, Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's place of business in the State of Florida is 1104 S. Moody Avenue, Tampa, Florida 33629.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Randolph J. Wolfe. The street address of the initial registered agent of the Company is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602.

6. Additional Members. Additional members to the Company may be admitted from time to time in the discretion of the managers of the Company at the time admission is sought.

7. Dissolution. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

8. Management of the Company. The management of the Company shall be vested in the managers of the Company. The Company shall be managed in accordance with the Regulations and Operating Agreement adopted by all of the initial members. The names and addresses of the initial managers are:

Miroslav Plas  
1104 S. Moody Avenue  
Tampa, Florida 33629

Dagmar Benedik  
1104 S. Moody Avenue  
Tampa, Florida 33629

Leopold Tanner  
1104 S. Moody Avenue  
Tampa, Florida 33629

9. Regulations. The managers shall have the power to adopt, alter, amend, or repeal the Regulations and Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

10. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the written agreement of members owning a majority of the Units evidencing the members' interests in the Company. If the non-transferring members owning a majority of the Units do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

11. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 21st day of APRIL, 1995.

  
Miroslav Plas, Member

  
Leopold Tanner, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, acknowledge that I am familiar with and accept the obligations of that position, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Randolph G. Wolfe

Dated: April 21, 1995

269248

**AFFIDAVIT OF LIMITED LIABILITY COMPANY  
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

We, Miroslav Plas and Leopold Tanner, constituting two of the initial managers and members of PLAS/TANNER GOLDEN RULE, L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$1.00 of cash to the Company.
3. No property other than the cash identified in numbers 2 and 4 hereof will be contributed.
4. It is anticipated that \$349,999.00 in cash will be contributed in the future by the members to the Company. This results in a total of \$350,000.00 in cash contributed to the Company and no property.

Executed this 21st day of APRIL, 1995.

FURTHER AFFIANT SAYETH NOT.

Under 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. 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.

Members and Initial Managers:

  
Miroslav Plas

  
Leopold Tanner