

L95000000484

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 22 PM 1:24

EFFECTIVE DATE

10-21-95

dB 6/22/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

RE: Buckingham Investments,
LC

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>LC</u>		
<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-	200001526042	
<input type="checkbox"/> Fictitious Name File	-06/28/95--01075--012	
	****337.50	****337.50
<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 Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

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

WALK-IN
Will Pick Up 622 1200

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

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ARTICLES OF ORGANIZATION

OF

BUCKINGHAM INVESTMENTS, L.C.

EFFECTIVE DATE

6-21-95

The undersigned subscribing members to these Articles of Organization hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is BUCKINGHAM INVESTMENTS, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall be perpetual, unless sooner terminated by its members or as provided herein. Existence shall commence upon the date of subscription and acknowledgement hereof.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is 4107 Tarten Place, Tampa, Florida 33624.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Jay Vanesa. The street address of the initial registered office of the corporation in the State of Florida is 4107 Tarten Place, Tampa, Florida 33624.

ARTICLE VI

CAPITAL

The capital of the Limited Liability Company is \$50,000 which shall be paid entirely in cash. There is no requirement or agreement for additional capital contributions.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing members.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Withdrawal, retirement, death or expulsion as of any Member.
3. Dissolution of any Member who is an entity.
4. Agreement of the Members.
5. Upon one (1) year prior written notice of demand for dissolution given by a Member.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any two Members to the remaining Members within thirty (30) days after dissolution as described in subsection I of this Article.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be presently managed by its members, whose respective names and addresses are listed below, who shall serve as the managers until the first annual meeting of members or until their successors are elected and qualify:

Jay Vanesa
4107 Tarton Place
Tampa, Florida 33624

Sarju Patel
4107 Tarton Place
Tampa, Florida 33624

ARTICLE X

RESTRICTION ON TRANSFER

No member may transfer or assign his interest in the Limited Liability Company except upon unanimous consent of the existing members.

IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization this 21st day of June 1995.

JAY VANESA

SARGU PATEL

By: 
JAY VANESA

By: 
JAY VANESA
Attorney-In-Fact

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

BUCKINGHAM INVESTMENTS, L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization in the City of Tampa, County of Hillsborough, State of Florida, has named Jay Vanesa, located at 4107 Tarten Place, Tampa, Florida 33624 as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at the place designated in the Articles, the undersigned hereby accepts to act in that capacity, is familiar with and accepts the obligations of this position, and agrees to comply with the provisions of the Florida Statutes relative thereto.

JAY VANESA

By: 

JAY VANESA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AFFIDAVIT OF JAY VANESA IN COMPLIANCE WITH
SECTION 608.407(2), FLORIDA STATUTES (1995)

JUN 22 PM 1:24

STATE OF FLORIDA)
) SS:
COUNTY OF MILLSBOROUGH)

BEFORE ME, the undersigned authority authorized to take oaths in the State of Florida, personally appeared Jay Vanesa, who, after first being sworn under oath, and personally known to me or having shown me a valid Florida driver's license, does hereby depose and state as follows:

1. I am a Member of Buckingham Investments, L.C.

2. Buckingham Investments, L.C. has at least two members.

The amount of cash contributed to the organization by the members is \$50,000.00. The total amount to be contributed is approximately \$800,000.00.

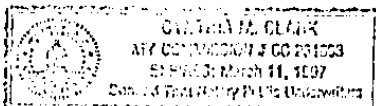
FURTHER AFFIANT SAYETH NOT.


JAY VANESA


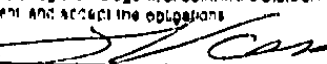
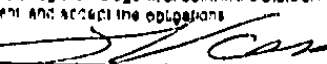

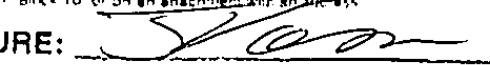
SWORN TO AND SUBSCRIBED before me this 21st day of June,
1995.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Moynihan Secretary of State DIVISION OF CORPORATIONS		FILED 86 AUG 21 AM 11:27 FLORIDA DEPARTMENT OF STATE ATLANTA, FLORIDA	
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 BUCKINGHAM INVESTMENTS L.L.C. 905 S. ATLANTIC AVE. DAYTONA BEACH, FL, 32118		DOCUMENT # 1015000000484			
2. Principal Place of Business 905 S. ATLANTIC AVE		3a. Mailing Address 905 S. ATLANTIC AVE		3. Date Organized or Qualified 6/22/95	
3. Date of Last Report 6/22/95		3b. State of Formation FLA.		4. FEIN Number 59-3331151	
5. City & State DAYTONA BEACH, FL		6. City & State DAYTONA BEACH, FL		<input type="checkbox"/> App. of F.I. <input type="checkbox"/> Not Applicable	
7. Country VOLUSIA		8. Country 32118		9. Certificate of Status Desired <input type="checkbox"/> Amendment to Registration	
1. Name and Address of Current Registered Agent JAY VANESA 905 S. ATLANTIC AVE. DAYTONA BEACH, FL 32118			2. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite Apt. # etc. City		
3. Signature 			DATE 8/11/96		
4. 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, registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. Thereby, accept the appointment as registered agent and accept the obligations.					
5. Signature and Title of Registered Agent Signature:  Title: FL					
6. Signature and Title of Managing Member/Manager Signature:  Title: FL					
7. Signature and Title of Secretary Signature: _____ Title: _____					
8. Signature and Title of Treasurer Signature: _____ Title: _____					
9. Signature and Title of Other Officer Signature: _____ Title: _____					
10. Signature and Title of Other Officer Signature: _____ Title: _____					
11. I, the undersigned, certify that the information supplied with this filing is voluntary, furnished and does not qualify for the exemption stated in Section 119.07(1)(a), 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: 			8/11/96 (904) 255-5432		