

1201 HAYS STREET
TALLAHASSEE, FL 32304

800-142-8086

1950000494



ACCOUNT NO. 100000032

REFERENCE : 625590 8380A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : June 23, 1995

ORDER TIME : 1:09 PM

ORDER NO. : 625590

CUSTOMER NO: 8380A

CUSTOMER: Robert L. Harding, Esq.
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

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-07/03/95--01011--003
****337.50 ****337.50

DOMESTIC FILING

NAME: IHMO OVIEDO, L.C.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUN 27 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 JUN 23 PM 12:33

~~195-12936~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: IMMO OVIEDO, L.C.
Ref. Number: W95000012936

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

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00031091

ARTICLES OF ORGANIZATION
OF
IMMO OVIEDO, L.C.

FILED
95 JUN 23 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
Name

The name of limited liability company shall be:

IMMO OVIEDO, L.C.

and its principal place of business shall be:

8506 Bay Hill Boulevard
Orlando, Florida 32819
USA

County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
Purpose and Powers

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To invest in, operate, own, and conduct a real estate investment, consulting, and management business and to invest in other limited liability companies, partnerships, or corporations.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any

and all things herein set forth to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles and to hold, utilize and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign or any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as is lawful under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects, of the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as post purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorized or permitting or purporting to authorize or permit the limited liability to carry on any

business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III
Capital Contributions

Capital contributions in the amount of \$100.00 shall be paid to the limited liability company by the members as follows:

<u>Name</u>	<u>Capital Contribution</u>	<u>Percentage Interest</u>
Immo Tusawilla, L.C.	\$50.00 U.S. Funds	50%
Patricia, Inc.	\$50.00 U.S. Funds	50%

Additional contributions will be made as required for investment purposes, as determined by consent of the members holding at least two-thirds (2/3) of the percentage interests. Members will make contributions in shares equal to their respective percentage interest.

ARTICLE IV
Profit and Losses

(a) **Sharing of Profits.** The member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each Member shall be entitled to their distributive share of the profits according to their percent of interest in the Company.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if such sources are insufficient to cover such losses, by the Members in shares as set forth in the percentages alongside the name of each member according to their percent of interest in the Company.

ARTICLE V
Limited Liability Company Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the Members of the limited liability company.

ARTICLE VI
Duration

This limited liability company shall exist until December 31, 2024, which shall be not more than thirty (30) years from the date of the filing with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations or adopted by the Members.

ARTICLE VII
Principal Place of Business

The principal office of this limited liability company shall be located at:

8506 Bay Hill Boulevard
Orlando, Florida 32819

ARTICLE VIII
Management

This limited liability company shall be managed by a manager. The name and address of the person who shall serve as such until the first annual meeting of the Members or until the successor is elected and qualified is:

Rene Mestdagh
8506 Bay Hill Boulevard
Orlando, Florida 32819

ARTICLE IX
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 8506 Bay Hill Boulevard, Orlando, Florida 32819, and the name of the corporation's registered agent is Rene Mestdagh. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The limited liability company's principal place of business and mailing address is 8506 Bay Hill Boulevard, Orlando, Florida 32819.

ARTICLE X
Restriction of Membership

Members shall have the right to admit new Members by consent based on the percentage of ownership. Contributions required of new Members shall be determined as of the time of admission to the limited liability company.

A Member's interest in the limited liability company may be sold or otherwise transferred except that each existing Member shall have the first right to match offer and must do so within thirty (30) days as Member's interest may be sold without consent of other Members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business upon unanimous consent of such remaining Members.


ARTICLE XI
Amendment of Articles of Organization

The limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned being the original Members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of IMMO OVIEDO, L.C., for the uses and purposes therein stated.

IMMO TUSCAWILLA, L.C.
PATRICIA, INC.

By: _____


Rene Mestdagh
8506 Bay Hill Boulevard
Orlando, Florida 32819

As to all Members

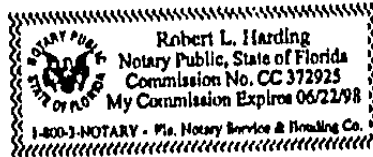
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of JUNE, 1995, by Rene Mestdagh, on behalf of all Members of Immo Oviedo, L.C., namely Immo Tusawilla, L.C. and Patricia, Inc., who is personally known to me (or who has produced _____ as identification) and who did (did not) take an oath.

SEAL



Notary Public - State of Florida
Commission No.
Expires:



AFFIDAVIT

STATE OF FLORIDA

COUNTY OF ORANGE

The undersigned, who appeared personally before me, being first duly sworn, deposes and says that:

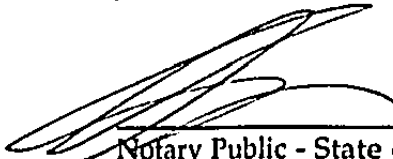
1. He is properly authorized to execute this Affidavit on behalf of the Members of Immo Oviedo, L.C. (the "Company") as their authorized representative;
2. The Company has three Members; and
3. The Members of the Company shall make the following contributions:

<u>Name of Member</u>	<u>Amount of Cash Contributed</u>	<u>Amount of Other Property Contributed</u>
Immo Tusawilla, L.C.	\$50.00 U.S. Funds	None
Patricia, Inc.	\$50.00 U.S. Funds	None

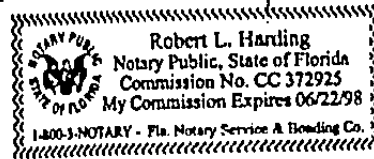


Rene Mestdagh

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 19th day of June, 1995.



Notary Public - State of Florida
Commission No.
Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

95 FILED
JUN 23 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following submitted: IMMO OVIEDO, L.C. (the "Limited Liability Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Rene Mestdagh as its Registered Agent to accept service of process within the State of Florida with its registered office located at 8506 Bay Hill Boulevard, Orlando, Florida 32819.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations as Registered Agent, as the same may apply to the Limited Liability Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Limited Liability Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 19th day of June, 1995.



Rene Mestdagh

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

APPROVED
AND
FILED

96 APR 22 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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 #L95000000494**

IMMO OVIEDO, L.C.
8506 BAY HILL BLVD.
ORLANDO FL 32819

1a. Principal Place of Business Address
8506 BAY HILL BLVD.
ORLANDO FL 32819

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		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		06/23/1995	FL
City & State		City & State		4. TCI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/> Additional Fee Required

59-3321788

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
MESTDAGH, RENE 8506 BAY HILL BLVD. ORLANDO FL 32819		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	

9. Pursuant to the provisions of Sections 608.418 and 608.506, 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) (R-11) (Registered Agent's signature required when re-stating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MESTDAGH, RENE	8506 BAY HILL BLVD.	ORLANDO FL ENCLOSURE 1996-1997 04/24/96 - 01025 - 012 ****238.75 ****238.75

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: RENE MESTDAGH 4/16/96 407 8762139

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