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RANDAL C. FAIRBANKS

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FRANCIS P. CONROY, II (1918-1991)
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TELEPHONE (904) 399-0900
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June 12, 1995

VIA OVERNIGHT DELIVERY

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700001512257
-06/14/95--01002--001
****337.50 ****337.50

Re: Sky Box W-24, L.C.

Gentlemen:

Enclosed, on behalf of our client Sky Box W-24, L.C., are two originals of Articles of Organization. Please file one (1) original of the Articles of Organization, certify the other original and return the same to us. We have enclosed our client's check in the amount of \$337.50, representing the filing fee for the Articles of Organization (\$250.00.00), the fee for a certified copy (\$52.50), and the fee for designating a registered agent.

Please do not hesitate to contact the undersigned if you have any questions regarding this matter.

Very truly yours,

Randal C. Fairbanks

Randal C. Fairbanks

1175-12254
/RCF
Enclosures
cc: John W. O'Connor (w/ enclosures)

91661

6/16/95
Both OK filing
with dated
12/23/93 on articles



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1995

RANDAL C. FAIRBANKS
1200 RIVERPLACE BLVD. STE 800
JACKSONVILLE, FL 32207

SUBJECT: SKY BOX W-24, L.C.
Ref. Number: W95000012254

We have received your document for SKY BOX W-24, L.C. and check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount 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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 595A00029592

**ARTICLES OF ORGANIZATION
OF
SKY BOX W-24, L.C.**

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 "SKY BOX W-24, L.C.", ("Company"). The principal place of business of the Company in Florida shall be 4000 St. Johns Avenue, Suite 13A, Jacksonville, Florida 32205.

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 the date which is thirty (30) years from the date these Articles of Organization are filed by the Florida Department of State 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 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 W. O'Connor, 4000 St. Johns Avenue, Suite 13A, Jacksonville, Florida 32205.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute their pro rata share of \$1,000.00 to the capital of the Company.

8
JUN 29 11 17 AM '04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members. No member shall be required to make any additional capital contributions without the consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. 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 all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of a majority in interest of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is John W. O'Connor, 4000 St. Johns Avenue, Suite 13A, Jacksonville, Florida 32205, who shall serve until the first annual meeting of members or until his successor is elected and qualifies.

In Witness Whereof, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, for the foregoing uses and purposes this 23rd day of December, 1993.

DELTA SHAMROCK ENTERPRISES, INC.

By: John W. O'Connor
John W. O'Connor, President

GEORGE A. ISRAEL, JR., INC.

By: George A. Israel, Jr.
George A. Israel, Jr. III.
President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23 day of December, 1993, by John W. O'Connor, and George A. Israel, Jr., President of Delta Shamrock Enterprises, Inc. and George A. Israel, Jr., Inc., respectively, as of the above-named limited liability company. Each of such organizers are personally known to me ~~or has produced~~ _____
~~as identification and did take an oath.~~

NOTARY PUBLIC:

sign Debbie J. Driggers

print Debbie J. Driggers

My Commission No. _____

State of Florida at Large (Seal)

My Commission Expires:



DEBBIE J. DRIGGERS

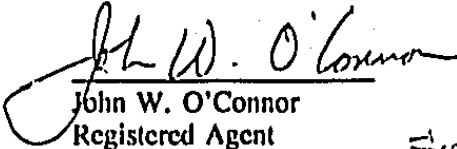
MY COMMISSION EXPIRES

November 23, 1994

BONDED TRULY TRUST FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Sky Box W-24, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the Company.


John W. O'Connor
Registered Agent

FILED
55 JUN 29 AM 7:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF SKY BOX W-24, L.C.

Before me, the undersigned authority, personally appeared John W. O'Connor, President, of Delta Shamrock Enterprises, Inc., a member (the "Company"), who being by me first duly sworn, deposes and says:

1. That the Company has at least two members.
2. The total amount of cash contributed by the members is \$1000.00 as of the date hereof.
3. The members have not contributed property other than cash to the Company.
4. It is anticipated that the members may contribute up to \$75,000.00 of cash or property to the Company. This total includes amounts from 2 and 3 above.


John W. O'Connor, President
Delta Shamrock Enterprises, Inc.

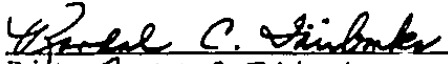
STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 28TH day of June, 1995, by John W. O'Connor.



(SEAL)

RANDAL C. FAIRDANKS
Notary Public, State of Florida
My Comm. Exp. Aug. 8, 1997
Comm. No. CC 298589


Print: Randal C. Fairbanks
Notary Public, State of Florida
My Commission expires: 8-8-97
Commission No.: CC 298589

Personally Known ☒
Produced Identification _____
Type: _____