

L95000000542

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

RE: Langanelli, L.C.

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
95 JUL 13 PM 10:47  
DIVISION OF REVENUE

285.00 F.F.  
52.50 C.C.  
337.50

DMC  
7/13/95

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY [Signature]

WALK-IN  
Will Pick Up 4:13 12pm

	G.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Amend. File <u>Organiz.</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-		
<input type="checkbox"/> Fictitious Name File		
<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 Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
SUBTOTALS		

600001537266  
-07/13/95--01083--001--  
\*\*\*337.50 \*\*\*337.50

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

FILED  
95 JUL 13 PM 11:10  
TALLAHASSEE, FLORIDA

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

## ARTICLES OF ORGANIZATION OF CANGANELLI, L.C.

The undersigned certify 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 the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS.** The name of the limited liability company shall be CANGANELLI, L.C., and its principal office shall be located at 1019 N Mandalay, Clearwater, Fl. 34630, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II. PURPOSES AND POWERS.** Besides the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 set forth in these Articles to the same extent as a natural person might or could do.
3. 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, 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. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both 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

*W. L. C.*  
*10 July 95*

shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF 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 IV. MANAGEMENT. This limited liability company shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of members or until their successor is elected and qualified is VINCENT G. CANGANELLI, 1019 N. Mandalay, Clearwater, Fl. 34630.

ARTICLE V. MEMBERSHIP RESTRICTIONS. Members shall have the right to admit new members by unanimous consent. 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 not be sold or otherwise transferred except with unanimous written consent of all members. On 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 on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS. Capital contributions of \$500 cash shall be paid to the limited liability company by each member according to their percentage. Additional contributions will be made as required for investment purposes, as determined by a majority of the ownership interests.

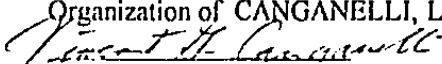
#### ARTICLE VII. PROFITS AND LOSSES.

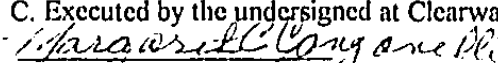
(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a proportionate distributive share of the profits or to the distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date, according to their percentage of ownership.

(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 these sources are insufficient to cover such losses, by the members in their proportionate distributive shares.

ARTICLE VIII. DURATION. This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the limited liability company is 1019 N. Mandalay, Clearwater, Fl. 34630, and the name of the company's initial registered agent at that address is VINCENT G. CANGANELLI. The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CANGANELLI, L. C. Executed by the undersigned at Clearwater, Florida.

  
VINCENT G. CANGANELLI

  
MARGARET C. CANGANELLI

Affidavit of membership and contributions

State of Florida  
County of Pinellas

FILED

95 JUL 13 AM 11:40

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of CANGANELLI, L.C. deposes and says:

SECRET - FLORIDA  
TALLAHASSEE, FLORIDA

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the member is \$1000.00. VINCENT G. CANGANELLI contributed \$500 and MARGARET C. CANGANELLI contributed \$500.
3. If any, the agreed value of property other than cash contributed by the members is NONE. A description of the property is "NONE" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$1000.00. This total includes the amounts from 2 and 3 above.

*Vincent G. Canganelli*  
VINCENT G. CANGANELLI

*Margaret C. Canganelli*  
MARGARET C. CANGANELLI

The foregoing instrument was acknowledged before me this 12 day of July, 1995 by VINCENT G. CANGANELLI member CANGANELLI, L. C., a limited liability company. He is personally known to me or has produced a Florida Driver's license as identification.

Notary's signature

*Leonard Smith*



LEONARD SMITH  
My Commission CC297224  
Expires Jun. 24, 1997  
Bonded by HAI

The foregoing instrument was acknowledged before me this 12 day of July, 1995 by MARGARET C. CANGANELLI member CANGANELLI, L. C., a limited liability company. She is personally known to me or has produced a Florida Driver's license as identification.

Notary's signature

*Leonard Smith*



LEONARD SMITH  
My Commission CC297224  
Expires Jun. 24, 1997  
Bonded by HAI  
800-422-1853

Statement designating registered agent and office.

State of Florida  
County of Pinellas

FILED

95 JUL 13 AM 11:40

Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is CANGANELLI, L. C.

The name of the registered agent for CANGANELLI, L. C. is VINCENT G. CANGANELLI and the street address of the company's principal office where the agent is located is 101 N. MANDALAY, CLEARWATER, FL. 34630.

This statement is to acknowledge that, as indicated above, CANGANELLI, L. C. has appointed me, VINCENT G. CANGANELLI, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed by the undersigned at Clearwater, Florida 7/10/95.

  
VINCENT G. CANGANELLI

The foregoing instrument was acknowledged before me this 10 day of July, 1995 by VINCENT G. CANGANELLI, agent on behalf of CANGANELLI, L. C., a limited liability company. He is personally known to me and/or has produced a Florida Driver's license as identification.

  
Notary's signature




LEONARD SMITH  
My Commission CC297224  
Expires Jun. 24, 1997  
Bonded by HAI  
800-422-1555

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

APPROVED  
AND  
FILED

1996 MAR -8 PM 01:15

CLARKE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham 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 <b>CANGANELLI, L.C.</b> <b>1019-N-MANDALAY</b> <b>CLEARWATER FL 34630</b>		DOCUMENT #L95000000542 (MAILING ADDRESS: P.O. Box 3907, please)	
2. Principal Place of Business <b>SAME</b>		3a. Principal Place of Business Address <b>1019 N MANDALAY</b> <b>CLEARWATER FL 34630</b>	
2a. Mailing Address <b>P.O. Box #3907</b>		3. Date Organized or Qualified <b>07/13/1995</b>	
Suite, Apt. #, etc.		3b. State of Formation <b>FL</b>	
City & State		4. FEI Number <b>59-3326066</b>	
Zip		5. Date of Last Report	
Country		6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent <b>CANGANELLI, VINCENT G</b> <b>1019 N MANDALAY</b> <b>CLEARWATER FL 34630</b>		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <b>FL</b>	
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 _____	
(Registered Agent Accepting Appointment) (If Not, Registered Agent signature required when terminating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	CANGANELLI, VINCENT	1019 N MANDALAY	CLEARWATER FL 34630
			500001744185 -03/15/96--01024--003 ****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: <u>Vincent G. Canganelli</u>		06 March '96 461-3231	
SIGNATURE, AND TYPE (or PRINTED NAME) OF PERSON MAKING STATEMENT IN BLOCK 10 OR ATTACHMENT		Date	

IN11SE10 R(12-95)

paid by L.C. check #1056 on 06 March, 1996