

L9500000660

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

285.00 F.F.
 52.50 C.C.

 337.50

[ST] AUG 29 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN
 Will Pick Up 8:29 1200

RE: Vector Investment of
Montee, 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)		
91100115756594 -00701205-01021-013 ***337.50 ***337.50		
<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		

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

FILED
 95 AUG 29 PM 12:02
 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

FILED

95 AUG 29 PM 12:02

TALLAHASSEE, FLORIDA

EFFECTIVE DATE
Aug 28, 1995

ARTICLES OF ORGANIZATION

OF

VECTOR INVESTMENT OF MANATEE, L.C.

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is **VECTOR INVESTMENT OF MANATEE, L.C.**

ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION

The existence of this Limited Liability Company shall commence on August 28, 1995, and it shall thereafter exist for a period of Thirty (30) years from such date. This Limited Liability Company may be terminated prior to the expiration of said thirty (30) years, as provided in Article XVI of these Articles of Organization or the Limited Liability Company's Regulations.

ARTICLE III
PURPOSE

This Limited Liability Company is created for the purpose of transacting any and all lawful business as may be agreed upon by the Members.

ARTICLE IV
MAILING ADDRESS AND PRINCIPAL OFFICE

The principal place of business of this Limited Liability Company shall be:

**526 Central Avenue, Suite 200
St. Petersburg, Florida 33701**

and such other place or places as the members may from time to time determine.

ARTICLE V
REGISTERED AGENT

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

**Harvey A. Ford, Esquire
800 Second Avenue South, Suite 380
St. Petersburg, Florida 33701.**

ARTICLE VI
INITIAL MEMBERS

The names and addresses of the initial members of this Limited Liability Company are (the "Members"):

<u>Name</u>	<u>Address</u>
Dan L. Parker, Trustee of the Jeffrey J. Parker Descendants Trust U/W/D 05/16/89	P. O. Box 25002, Ste 344 Bradenton, Florida 34206-5002
Jeffrey J. Parker	8423 Brook Road McLean, Virginia 22101
Ron Hellinger	19 Paradise Lane Treasure Island, Florida 33706

Peter D. Bursik	Vice President/ Secretary	526 Central Avenue, Suite 200 St. Petersburg, Florida 33701
Kenneth W. Heretick	President/ Treasurer	526 Central Avenue, Suite 200 St. Petersburg, Florida 33701

**ARTICLE VII
CONTRIBUTION OF CAPITAL**

The initial capital of this Limited Liability Company shall consist of \$315,000.00 cash.

The amount anticipated to be contributed by the Members shall be \$630,000.00. Such contributions may be made in cash, other property or both.

Such initial capital will be contributed by the Members in the following amounts:

Dan L. Parker, Trustee of the Jeffrey J. Parker Descendants Trust U/W/D 05/16/89	\$ 50,000.00
Jeffrey J. Parker	50,000.00
Ron Hellinger	100,000.00
Peter D. Bursik	34,500.00
Kenneth W. Heretick	80,500.00

No Member shall be entitled to receive interest on his contribution to capital.

The interest of the Members in the Limited Liability Company shall be as follows (the "Member Interest"):

Dan L. Parker, Trustee of the Jeffrey J. Parker Descendants Trust U/W/D 05/16/89	13.49%
Jeffrey J. Parker	13.49%
Ron Hellinger	26.98%
Peter D. Bursik	13.82%
Kenneth W. Heretick	32.22%

ARTICLE VIII
MANAGEMENT OF BUSINESS

The management of this Limited Liability Company shall be vested in its Members. All Members shall have equal rights in the management or conduct of this Limited Liability Company, pursuant to specific rules regarding rights and duties of Members enumerated in the Regulations of this Limited Liability Company. Decisions shall be by a majority vote, each Member having a vote equal to such Member's Membership Interest.

ARTICLE IX
REGULATIONS

At the time of executing these Articles of Organization, the Members of this Limited Liability Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal these Regulations shall be vested in the Members of this Limited Liability Company as decided by majority vote.

ARTICLE X
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE XI
TRANSFERABILITY OF MEMBERS' INTEREST

A Member's interest in this Limited Liability Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Limited Liability Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Limited Liability Company, but shall be entitled only to the share of profits or return of contributions to which the transferor otherwise would be entitled.

ARTICLE XII
PROFITS AND LOSSES

The Members of this Limited Liability Company shall be entitled to the net profits arising from the operation of company business. Each Member shall be entitled to his distributive share of the profits according to his Member Interest in the Limited Liability Company. Losses shall be apportioned to each member in the same proportion according to his Member Interest in the company.

ARTICLE XIII
ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members.

ARTICLE XIV
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

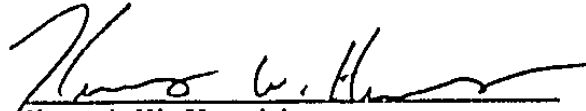
In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Limited Liability Company shall cease and terminate its existence; unless the Members unanimously elect to continue in business pursuant to the applicable provisions of the Regulations.

ARTICLE XV
AMENDMENTS

These Articles, except with respect to the vested rights of the Members, may be amended from time to time by a majority in interest of the Members, and the amendments shall be filed, duly signed by all Members of the Limited Liability Company, with the Florida Department of State. All Members of the Limited Liability Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, as a Member of Vector Investment of

Manatee, L.C., and as authorized agents for all Members, has executed these Articles of Organization on this 28th day of August, 1995.

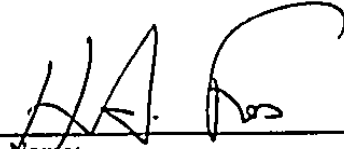

Kenneth W. Heretick

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 28 day of August, 1995, by Kenneth W. Heretick, who is personally known to me or who has produced _____ as identification and who did take an oath.



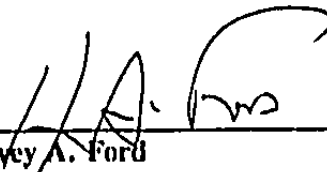
HARVEY A. FORD
MY COMMISSION # CC450364 EXPIRES
July 19, 1999
BONDED THROUGH TRISTY FAIR INSURANCE, INC



Print Name: _____
Notary Public for State of Florida
(SEAL)
 Personally Known ___ ID Produced
My Commission Expires:

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.

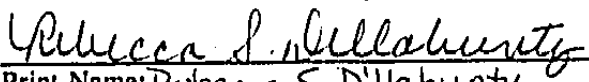


Harvey A. Ford

Date: August 28, 1995

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 28 day of August, 1995, by Harvey A. Ford, who is personally known to me or who has produced _____ as identification and who did take an oath.



Print Name: Rebecca S. Dillahunt
Notary Public for State of Florida
(SEAL)

Personally Known ___ ID Produced
My Commission Expires:



REBECCA S. DILLAHUNTY
MY COMMISSION # CC 187233 EXPIRES
March 28, 1996
BONDED THRU TROY FAH INSURANCE, INC.

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Kenneth W. Heretick, who, upon being duly sworn deposes and says that:

1. Vector Investment of Manatee, L.C., is comprised of five (5) members: Dan L. Parker, Trustee of the Jeffrey J. Parker Descendants Trust U/W/D 05/16/89; Jeffrey J. Parker; Ron Hellinger; Peter D. Bursik; and Kenneth W. Heretick.

2. The initial cash contribution of each of the members of Vector Investment of Manatee, L.C., is as follows, the total of which is \$315,000.00:

Dan L. Parker, Trustee of the Jeffrey J. Parker Descendants Trust U/W/D 05/16/89	\$ 50,000.00
Jeffrey J. Parker	50,000.00
Ron Hellinger	100,000.00
Peter D. Bursik	34,500.00
Kenneth W. Heretick	80,500.00

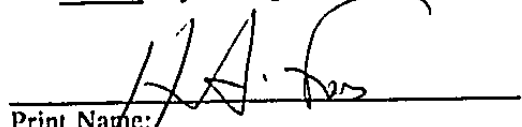
3. The initial contribution of the members will not comprise any property other than cash.

4. The anticipated amount that the members will contribute is \$630,000.00. This amount may be comprised of cash or other property. When property other than cash is contributed, the value of such property will be set by the members.

5. This Affidavit is made pursuant to §608.407(2), Florida Statutes.


Kenneth W. Heretick

Sworn to and subscribed before me this 28 day of August, 1995.


Print Name: _____
Notary Public for State of Florida
(SEAL)
My Commission Expires:
 Personally Known ID Produced



HARVEY A. FORD
MY COMMISSION # CC456364 EXPIRES
July 19, 1999
BONDED THRU TROY FAIR INSURANCE, INC

SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

95 AUG 29 PM 12: 02

FILED

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstato: \$738.75

APPROVED
JUN 17 1996

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra D. Mortham
Secretary of State
DIVISION OF CORPORATIONS

95 JUN 17 11:10:54
SEC. OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 263.75 Annual Report \$100.00 + \$158.75 Corporation Supplemental Fee + \$25.00 LATE FEE
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

DOCUMENT # L95000000660

1. Name and Mailing Address of Limited Liability Company
VECTOR INVESTMENT OF MANATEE, L.C.
526 CENTRAL AVE., STE. 200
ST. PETERSBURG FL 33701

1a. Principal Place of Business Address
526 CENTRAL AVE., STE. 200
ST. PETERSBURG FL 33701

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
Build, Apt #, etc. Suite, Apt #, etc.
City & State City & State
Zip Country Zip Country

3. Date Organized or Qualified 08/28/1995
3a. State of Formation FL
4. FEI Number 593333058
Applied For
Not Applicable
5. Date of Last Report
6. Certificate of Status Desired
Is An Additional Fee Required

7. Name and Address of Current Registered Agent
FORD, HARVEY A ESQ.
800 2ND AVF. S., STE. 380
ST. PETERSBURG FL 33701

8. Name and Address of New Registered Agent
Name Peter D Bursik
Street Address (P.O. Box Number is Not Acceptable) 526 Central Ave
Suite, Apt #, etc. Ste 200
City St Petersburg FL Zip Code 33701

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.
DATE 6/4/96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	PARKER, DAN L	P.O. BOX 25002, STE. 344	BRADENTON FL
MEM	PARKER, JEFFREY J	8423 BROOK ROAD	MCLEAN VA
MEM	HELLINGER, RON	19 PARADISE LN.	TREASURE ISLAND FL
MEM	BURSIK, PETER D	526 CENTRAL AVE., STE. 200	ST. PETERSBURG FL
MEM	HERETICK, KENNETH W	526 CENTRAL AVE., STE. 200	ST. PETERSBURG FL

ad-6-17-96

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: Peter D. Bursik Date 6/4/96 813-823-1230