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DEPARTMENT OF REVENUE
STATE OF FLORIDA
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((H95000012127)) DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: THE HEAVEN GROUP, L.C.
FAX AUDIT NUMBER: H95000012127 CURRENT STATUS: REQUESTED
DATE REQUESTED: 10/30/1995 TIME REQUESTED: 12:00:11
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((H95000012127))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANISATION
OF
THE HEAVEN GROUP, L.C.

Pursuant to Section 608.40 Florida Statutes:

1. The name of the Limited Liability Company is The Heaven Group, L.C.
2. The mailing address and street address of the principal office of the Limited Liability Company is 2706 S. Horseshoe Dr. # 104, Naples, FL 33942.
3. The period of duration for the limited liability company shall be perpetual.
4. The Limited Liability Company is to be managed by the members and the names and addresses of the members are; Dave Mobley and Robert Langsam, both of 2706 S. Horseshoe, Naples, FL 33942.

AFFADAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of The Heaven Group, L.C., deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is \$ 25,000.
3. if any, the agreed value of property other than cash contributed by member(s) is \$ NONE. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$ 200,000. This total includes amounts from 2 and 3 above.

Signature of Member or Authorized Representative

H95000012127

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

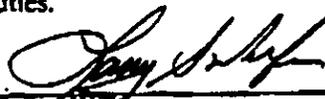
In compliance with Section 608.40 Florida Statutes, the following is submitted:

First, this The Heaven Group, L.C.

desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Naples, State Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee, Florida 32303-6643 as its agent for service of process within Florida.

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Having been named to accept service of process for the above stated **limited liability** company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Larry Wolfe

10/24/95
Date

FILE NOW: Fee after May 1, will be \$238.75

**LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996**



**FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS**

FILED

36 MAY -1 AM 4:45

**SECRETARY OF STATE
TALLAHASSEE, 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 **DOCUMENT #L9500000810**

**THE HEAVEN GROUP, L.C.
2706 S. HORSESHOE DRIVE
#104
NAPLES FL 33942**

1a. Principal Place of Business Address
**2706 S. HORSESHOE DRIVE
#104
NAPLES FL 33942**

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.		10/30/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0616662	5. Date of Last Report
Country		Country			6. Certificate of Status Desired

7. Name and Address of Current Registered Agent

**WOLFE, LARRY
200-A JOHN KNOX ROAD
TALLAHASSEE FL 32303**

8. Name and Address of New Registered Agent

Name _____
 Street Address (P.O. Box Number is Not Acceptable) _____
 Suite, Apt. #, etc. _____
 City _____ Zip Code **FL**

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 a 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) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	MOBLEY, DAVE	2706 S. HORSESHOE	NAPLES FL
MEM	LANGSAM, ROBERT	2706 S. HORSESHOE	NAPLES FL

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 ****238.75 ****238.75

[Signature]
5/20/96

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: _____ **4/29/96**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #