

L95000000813

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 \$ _____

RE: Thirtieth & Cortez
Associates, L.C.

	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)		
<input type="checkbox"/> Art. of Amend., File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
	580001622225	
	-10/27/95--01026--026	
	****337.50 ****337.50	
<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 _____

SN OCT 26 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 10/26 11:00

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

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 ORGANISATION
OF
THIRTIETH & CORTES ASSOCIATES, L.C.**

FILED

95 OCT 26 AM 10:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **THIRTIETH & CORTES ASSOCIATES, L.C.**, ("Limited Liability Company").

ARTICLE II - DURATION

This Limited Liability Company shall commence its existence on the date of filing these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which this 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 engage in any activity or business authorized or permitted under Florida law.
2. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 conduct, pursuant to the provisions of these Articles of Organization, and to hold, utilize, and in any manner dispose of the rights and property do acquire.
3. To enter into and make all contracts for its business deemed necessary and appropriate but not contrary to law 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 thereof, and to perform and carry out, assign, cancel, modify, terminate, amend or rescind any of such contracts.

4. 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 arrangements 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 it lawfully may under Florida law, providing for the formation, rights, privileges, and immunities of a Limited Liability Company for profit.
5. 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 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 Florida law.
6. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and the 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 each be regarded as an independent purpose and power.

Nothing herein contained 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 law, lawfully carry on, exercise, or perform.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 3815 North Osprey Avenue, City of Sarasota, County of Sarasota, State of Florida, and the name of its initial registered agent at such address is ALAN M. ELWELL.

ARTICLE V - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this Limited Liability Company shall be 3815 North Osprey Avenue, in the City of Sarasota, County of Sarasota, State of Florida, 34234.

ARTICLE VI - CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of One Thousand Dollars (\$1,000.00) cash shall be initially paid to the Limited Liability Company by the two (2) members named in the Articles of Organization in amounts representative of their interest in this Limited Liability Company in its net profits. The members of this Limited Liability Company, their addresses, and their initial capital contributions are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
ATCO, INC.	3815 North Osprey Avenue Sarasota, Florida 34234	\$600.00
Ruth A. Rogers	1255 Gulf Stream Avenue Sarasota, Florida 34236	\$200.00
Jack W. Milholland, Jr.	3203 Bay Drive Bradenton, Florida 34207	\$100.00
Alan M. Elwell	2231 Sunnyside Lane Sarasota, Florida 34239	\$100.00

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Limited Liability Company only upon the approval of a majority of the members.

ARTICLES VIII - PROFITS AND LOSSES

(a) Sharing of Profits. 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 this Limited Liability Company. Each member shall be entitled, except as subsequently adjusted by the members, in Regulations, to the distributive share of the profits specified as follows:

<u>NAME</u>	<u>PERCENTAGE</u>
ATCO, INC.	60%
Ruth A. Rogers	20%
Jack W. Milholland, Jr.	10%
Alan M. Elwell	10%

Unless otherwise agreed by the members or prohibited by law, the distributive share of the net profits shall be determined and paid to the members on or before the last day of each calendar year.

(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 the following shares as adjusted subsequently by the members in Regulations:

<u>NAME</u>	<u>PERCENTAGE</u>
ATCO, INC.	60%
Ruth A. Rogers	20%
Jack W. Milholland, Jr.	10%
Alan M. Elwell	10%

ARTICLE IX - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Limited Liability Company except with the vote or written consent of all of the members of the Limited Liability Company and upon such terms

and conditions as shall be determined by all the members. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company. A member may assign his or her interest in the Limited Liability Company as set forth in the regulations of the Limited Liability Company, but the assignee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all of the members of the Limited Liability Company in their sole and absolute discretion consent to the proposed assignee becoming a member of this Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold, assigned, or otherwise transferred except with unanimous written consent of all the members.

ARTICLE X - TERMINATION OF EXISTENCE

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

ARTICLE XII - MANAGEMENT

This Limited Liability Company shall be managed by the members and the names and addresses of the managing members are:

<u>NAME</u>	<u>ADDRESS</u>
ATCO, INC.	3815 North Osprey Avenue Sarasota, Florida 34234
Ruth A. Rogers	1255 Gulf Stream Avenue Sarasota, Florida 34236
Jack W. Milholland, Jr.	3203 Bay Drive Bradenton, Florida 34207
Alan M. Elwell	2231 Sunnyside Lane Sarasota, Florida 34239

ARTICLE XIII - LIMITED LIABILITY COMPANY POWERS

The power to adopt, alter, amend or repeal regulations for regulation and management of this Limited Liability Company shall


be vested in the members of the Limited Liability Company; provided, however that the members of the Limited Liability Company may not adopt, alter or amend and such Regulation if inconsistent with Florida law or the Articles of Organization for this Limited Liability Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Sarasota County, Florida, for the foregoing uses and purposes this 27th day of October, 1995.

ATCO, INC., a Florida corporation

By: 

As its President


RUTH A. ROGERS


JACK W. MILHOLLAND, JR.


ALAN M. ELWELL

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared BURT K. AIGENS as President of ATCO, INC., a Florida corporation, to me personally known or who has produced as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25th day of October, 1995.



[Signature]
NOTARY PUBLIC

MICHAEL HAIL

(Name of Notary printed, typed or stamped)

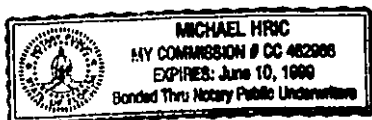
My Commission Expires: 6-10-99

Commission No.: 462966

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared RUTH A. ROGERS, to me personally known or who has produced as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25th day of October, 1995.



[Signature]
NOTARY PUBLIC

MICHAEL HAIL

(Name of Notary printed, typed or stamped)

My Commission Expires: 6-10-99

Commission No.: 462966

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared JACK W. MILHOLLAND, JR., to me personally known or who has produced _____ as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25th day of Oct. 1995, 1995.



M. H. Hric
NOTARY PUBLIC

MICHAEL HAIL
(Name of Notary printed, typed or stamped)
My Commission Expires: 6/10/99
Commission No.: 462966

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared ALAN M. ELWELL, to me personally known or who has produced _____ as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25th day of Oct. 1995, 1995.



M. H. Hric
NOTARY PUBLIC

MICHAEL HAIL
(Name of Notary printed, typed or stamped)
My Commission Expires: 6/10/99
Serial No. (if any): 462966

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

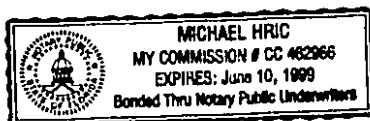
The undersigned member or authorized representative of a member of THIRTIETH & CORTEZ ASSOCIATES, L.C. deposes and says:


- 1) the above named limited liability company has at least two (2) members.
- 2) the total amount of cash contributed by the member(s) is \$1,000.00.
- 3) if any, the agreed value of all property other than cash contributed by member is NONE. A description of the property, if any, is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is \$40,000.00. This total includes amounts from 2 and 3 above.


ALAN M. ELWELL

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, a Notary Public in and for the state and county aforesaid, this 25th day of October, 1995, by ALAN M. ELWELL, as a member of THIRTIETH & CORTEZ ASSOCIATES, L.C., who is personally known to me or who has produced _____ as identification, who did/did not take an oath, and who acknowledged the execution of the above and foregoing Affidavit of Membership and Contribution to be his free and voluntary act and deed for the uses and purposes therein set forth.




NOTARY PUBLIC

MICHAEL HRIC

(Name of Notary printed, typed or stamped)

My Commission Expires: 6/10/99

Commission Number: 462966

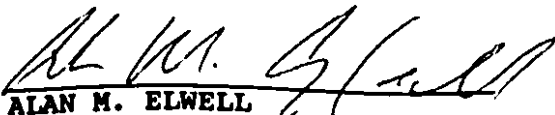
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is
THIRTIETH & CORTEZ ASSOCIATES, L.C.
2. The name and address of the registered agent
and office is:

Alan M. Elwell
3815 North Osprey Avenue
Sarasota, Florida 34234

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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.


ALAN M. ELWELL

October 25, 1995

DATE

FILED
95 OCT 26 AM 10:54
TALLAHASSEE, FLORIDA

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

**APPROVED
AND
FILED**

96 APR -2 PM 2:45

**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 #L95000000813**

**THIRTIETH & CORTEZ ASSOCIATES, L.C.
3815 N. OSPREY AVE.
SARASOTA FL 34234**

1a. Principal Place of Business Address

**3815 N. OSPREY AVE.
SARASOTA FL 34234**

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
		P.O. Box 698		10/26/1995	FL
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	<input type="checkbox"/> Applied For
				65-0622480	<input type="checkbox"/> Not Applicable
City & State		City & State		5. Date of Last Report	6. Certificate of Status Desired
		SARASOTA FL			<input type="checkbox"/>
Zip	Country	Zip	Country		
34230		SARASOTA			

7. Name and Address of Current Registered Agent

**ELWELL, ALAN M
3815 N. OSPREY AVE.
SARASOTA FL 34234**

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

**600001770286
-04/05/96--01020--013
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 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
MGRM	ATCO, INC.	3815 N. OSPREY AVE.	SARASOTA FL
MGRM	ROGERS, RUTH A	1255 GULF STREAM AVE.	SARASOTA FL
MGRM	MILHOLLAND, JACK W JR.	3203 BAY DR.	BRADENTON FL
MGRM	ELWELL, ALAN M	2231 SUNNYSIDE LN.	SARASOTA FL

DP 4/4

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:

Alan M. Elwell Member

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

2/19/96 (771) 555-7009

DATE

Daytime Phone #