

L 950000000892

PITAL CONNECTION, INC.

St., Suite 1, Tallahassee, FL 32301, (904)224-8870
ess: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Lake Estimation

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art of Inc. Filo <u>LC</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filo		
<input type="checkbox"/> Foreign Corp. Filo		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filo		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filo		
<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 Filo		
<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		

900001644993
-11/27/95--01023--001
***337.50 ***337.50

6111111111
03-10-1995

AL NOV 20 1995

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN
Will Pick Up 11:20 / 12:00

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

CUMMINS, MUELLER & JUDSON, P.A.

ATTORNEYS AT LAW

1009 N. 14th Street • P.O. Box 401856
Leesburg, Florida 34749-1856

NORMAN C. CUMMINS
PATRICIA R. MUELLER
STEPHEN H. JUDSON
HARRY T. HACKNEY

PHONE: 904/787-5411
FAX: 904/385-1917

November 17, 1995

Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32314

RE: LAKES ESTATES, L.C.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named Limited Liability Corporation, the original of which is to be filed with your office and the copy certified and returned to our office.

Also, enclosed is our firm check in the amount of \$337.50 to cover the following:

1. Filing Fee	\$250.00
2. Registered Agent Designation	\$ 35.00
3. Certified Copy	<u>\$ 52.50</u>
TOTAL AMOUNT	\$337.50

Should you have any questions, please do not hesitate to contact me.

Sincerely,


NORMAN C. CUMMINS

NCC/sv

enc.

ARTICLES OF ORGANIZATION
OF
LAKES ESTATES, L.C.

FILED
STATE
95 NOV 20 11:19

The undersigned hereby certifies that at least two (2) members have associated themselves 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. The undersigned further declares that the following Articles of Organization shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be LAKES ESTATES, L.C. and its principal office and its street address shall be 1930 Brantley Circle, Clermont, Florida 34711 and its mailing address shall be 1930 Brantley Circle, Clermont, FL 34711.

ARTICLE II

DURATION

This limited liability company shall begin its existence on the day these Articles of Organization are filed in the records of the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE III

GENERAL PURPOSE

The general purpose or purposes for which the limited liability company is organized is the transaction of any and all lawful business allowed under Chapter 608, Florida Statutes, and any other applicable statutes of the State of Florida.

ARTICLE IV

ADDRESS OF INITIAL REGISTERED OFFICE AND

NAME OF INITIAL REGISTERED AGENT

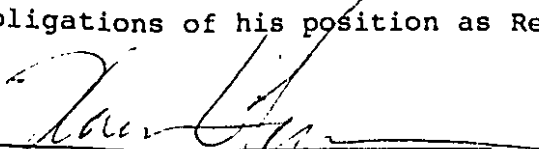
The initial registered office of this limited liability company and the name of its initial registered agent in the State of Florida is:

FILE
ADAMS
JUN 22 11:19

NORMAN C. CUMMINS
295 E. Highway 50, Suite 2
Clermont, FL 34711

ACKNOWLEDGEMENT:

The aforesaid Registered Agent hereby accepts such appointment simultaneously with being so designated and agrees to comply with the provisions of all laws relating to the proper and complete performance of his duties and he is familiar with and accepts the obligations of his position as Registered Agent.


NORMAN C. CUMMINS
RESIDENT AGENT

ARTICLE V

MANAGEMENT

The management of this Limited Liability Company is to be managed by the following managers:

CARL CERILLI
1930 Brantley Circle
Clermont, FL 34711

NORMAN C. CUMMINS
1112 Caballo Road
Leesburg, FL 34748

Either manager without the joinder of the other manager, is authorized to conduct all business of the Company and to execute all documents necessary thereto, including but not by way of limitation, the purchase and sale of real estate and execution of notes and mortgages obligating the company.

Such managers shall serve until the first annual meeting of members or until their successors are elected and qualify.

ARTICLE VI

MEMBERSHIP

Members shall have the right to admit new members by unanimous consent and upon terms and conditions agreed upon by the members.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon 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, the remaining members shall have the right to continue the business of the Limited Liability Company.

Executed by the undersigned member and manager at Clermont, Florida, on

November 17th, 1995.

Witnesses:

LAKES ESTATES, L.C.

[Signature]

By: [Signature]
CARL CERILLI, Member & Manager

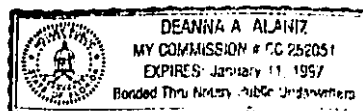
[Signature]

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this _____ day of November, 1995, by CARL CERILLI, who is personally known to me or who produced a driver's license as identification and who did take an oath.

[Signature]
NOTARY PUBLIC
Printed Name:

My Commission Expires:



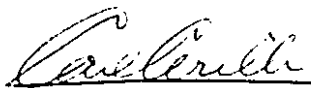
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF LAKE

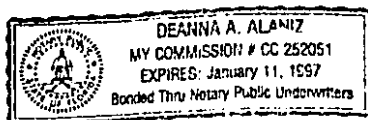
BEFORE ME, the undersigned Notary Public, personally appeared
CARL CERILLI, who, having been first duly sworn according to law,
deposes and says as follows, to-wit:


1. That he is sui juris.
2. That he has personal knowledge of the matters stated
herein.
3. That he is a member and manager of Lakes Estates, L.C.
4. That the Lakes Estates, L.C., Florida Limited Liability
Company, consists of at least two members and the current cash
contributions are \$150,000.00, and there will be no other property
than cash contributed. The anticipated additional cash to be
contributed is \$250,000.00.

FURTHER AFFIANT SAYETH NAUGHT.


CARL CERILLI
1930 Brantley Circle
Clermont, FL 34711

The foregoing instruments was acknowledged before me this 17th
day of NOV, 1995, by Carl Cerilli who is personally known or
who has produced _____ as identification.




Notary Public Name:
Printed Signature:
My commission expires: