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RICHARD K. ...
J. STEPHEN ...
JOHN L. ...
JEFFREY ...
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PAUL L. HUEY
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CHRISTINE M. POLANS
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DAVID B. WILLIAMS

L95000000957

December 7, 1995

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Montpelier International, L.C.
Our File: MOIL-1

600001658076
-12/08/95--01090--005
****337.50 ****337.50

Dear Sir or Madam:

On behalf of our captioned client, enclosed please find an original and one copy of the Articles of Organization for Montpelier International, L.C., along with our firm's check in the amount of \$337.50 representing the following:

Filing Fee	\$250.00
Registered Agent	35.00
Certified Copy	<u>52.50</u>
Total	\$337.50

EFFECTIVE DATE
12-4-95

Please appropriately file the Articles and return a certified copy to me in the enclosed self-addressed envelope. If you have any questions, please contact me directly.

DEC 11 1995 BSB

Sincerely,

Barbara W. Williams
Barbara W. Williams
Legal Assistant

FILED
95 DEC -8 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
(with enclosures)
0086868.01

**Articles of Organization
of
Montpelier International, L.C.**

The undersigned, acting as a member of the captioned limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), hereby files the following Articles of Organization:

FILED
95 DEC -8 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-4-95

**ARTICLE I
Name**

The name of the limited liability company shall be Montpelier International, L.C., (hereinafter, the "Company").

**ARTICLE II
Period of Duration**

The Company shall commence its existence on December 4, 1995, and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations and Operating Agreement.

**ARTICLE III
Address of Principal Office**

The Company's mailing address and the street address of its principal office shall be 4911 Lyford Cay Road, Tampa, Florida, 33629.

**ARTICLE IV
Name and Street Address of Initial Registered Agent**

The Company's initial registered agent shall be John N. Giordano, whose address is 220 South Franklin Street, Tampa, Florida, 33602.

**ARTICLE V
Additional Members**

The members are authorized to admit additional members to the Company in the manner set forth in the Company's Regulations and Operating Agreement.

**ARTICLE VI
Continuation of the Company**

The Company shall not automatically terminate upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the

membership of a member who is a manager, the Company will automatically terminate, provided that a majority-in-interest of the members of the Company shall have the right to continue the business of the Company.

ARTICLE VII
Management of the Company

The Company shall be managed by a manager elected by a majority-in-interest of the members. The name and address of the initial manager who shall serve until the first annual meeting of the Company's members or until his successor is duly appointed, is as follows:

<u>Name</u>	<u>Address</u>
Roger J. Bowgen	4911 Lyford Cay Road Tampa, Florida 33629

ARTICLE VII
Regulations and Operating Agreement

The power to adopt, alter, amend or repeal the Company's Regulations and Operating Agreement shall be vested in its members, to the extent and in the manner described therein.

ARTICLE VIII
Indemnification

If, in the judgment of a majority-in-interest of the members of the Company not seeking indemnification, the criteria set forth in §608.4363, Florida Statutes, shall have been met, the Company shall indemnify any managing member, manager, officer, employee or agent of the Company, or his, her or its personal representatives, devisees, heirs, successors or assigns in the manner and to the extent contemplated by such statutory provision or any successor thereto.

In witness whereof, the undersigned members have executed these Articles of Organization on December 6th, 1995.

MONTPELIER INTERNATIONAL, L.C.

By: 
Roger J. Bowgen, Member and Manager

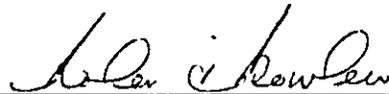
85267.02

FILED
95 DEC -8 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

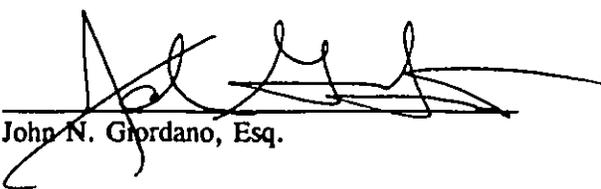
Pursuant to the provisions of §§48.091 and 608.407, Florida Statutes, Montpelier International, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano as its Registered Agent for the purpose of accepting service of process within such State, and designates the business address of its Registered Agent, 220 South Franklin Street, Tampa, Florida, 33602, as its Registered Office.

MONTPELIER INTERNATIONAL, L.C.

By: 
Roger J. Bowgen, Member

ACKNOWLEDGMENT

The undersigned hereby accepts his appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and 608.407, Florida Statutes. The undersigned is familiar with and accepts the obligations of such position.


John N. Giordano, Esq.

85267.02

AFFIDAVIT

State of Florida

County of Hillsborough

Before me, the undersigned authority, on this 6th day of December, 1995, personally appeared Roger J. Bowgen, known to me personally and being first duly sworn, made the following statements:

1. Montpelier International, L.C., an entity intending to qualify as a Florida limited liability company (the "Company"), presently has two members.
2. The members of the Company have made capital contributions to the Company of cash in the sum of \$2,000. The members do not anticipate effecting further contributions to capital at this time.

Roger J. Bowgen
Roger J. Bowgen, Member and Manager

I hereby certify that the foregoing Affidavit was acknowledged before me.

Barbara W. Williams
NOTARY PUBLIC, State of Florida at Large

Print Name: BARBARA W. WILLIAMS

My Commission Expires: 2/27/99

85267.02



BARBARA W WILLIAMS
My Commission CC441673
Expires Feb. 27, 1999
Bonded by HAI
800-422-1555

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

APPROVED

SEP 11 - 9 11 9:58

FLORIDA DEPARTMENT OF STATE
TAMPA, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1 Name and Mailing Address of Limited Liability Company **DOCUMENT #** L95000000957

MONTPELIER INTERNATIONAL, L.C.
4911 LYFORD CAY RD
TAMPA FL 33629

1a. Principal Place of Business Address

4911 LYFORD CAY RD
TAMPA FL 33629

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

3. Date Organized or Qualified 12/04/1995	3a. State of Formation FL
4. FEI Number 59-3355911	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent

GIORDANO, JOHN N
220 S FRANKLIN ST
TAMPA FL 33602

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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Newly Appointed Agent Accepting Appointment) (Former Registered Agent signature required when re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BOWGEN, ROGER J	4911 LYFORD CAY RD	TAMPA FL

3000001891138
 -07/11/96--01061--0005
 ****263.75 ****263.75
R. J. Bowgen
 7/5/96

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: *R. J. Bowgen* 7/5/96 (813)287-1976
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNER (MANAGING MEMBER OR MANAGER) Date Day and Phone #