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J. KELLY KENNEDY
CYNTHIA CROFOOT RIGNANESE

MAILING ADDRESS:
POST OFFICE BOX 7604
WINTER HAVEN, FLORIDA 33883-7604

December 27, 1995

L95000001009

Mrs. Sandra B. Mortham,
Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: HEDDON DEVELOPMENT, L.C.

800001675198
-01/02/96--01042--019
***337.50 ***337.50

Dear Mrs. Mortham:

Enclosed herewith for filing are Articles of Organization, Affidavit of Capital Contributions and Designation of Registered Agent for the above-captioned entity. A copy of the Articles of Organization, Affidavit of Capital Contributions and Designation of Registered Agent are also enclosed to be certified and returned to the undersigned.

My client's check in the amount of \$337.50 is enclosed to cover the following costs:

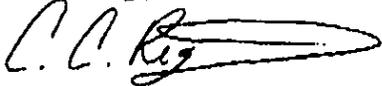
Filing Fee.....	\$250.00
Certified Copy.....	52.50
Registered Agent Form.....	35.00
Total	\$337.50

FILED
95 DEC 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation in this matter.

Please allow my facsimile signature at the bottom of this letter to serve as original.

Sincerely,



CYNTHIA CROFOOT RIGNANESE

CCR/rh

Enclosures

12/29/95




FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1995

UCC FILING & SEARCH

TALLAHASSEE, FL 32301

SUBJECT: HEDDON DEVLEOPMENT, L.C.
Ref. Number: W95000025106

We have received your document for HEDDON DEVLEOPMENT, L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 795A00055631

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

499525

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Heddon Development, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____
 Mail out Will wait Photocopy Certified Copy ARTICLES ONLY
 Certificate of Status ALL CHARTER DCCS
 CERTIFICATE OF GOOD STANDING

NEW FILINGS	
Profit	
NonProfit	
<input checked="" type="checkbox"/> Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

- Certificate of FICTICIOUS NAME
 FICTICIOUS NAME SEARCH
 CORP SEARCH

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

W 95-25166

Return check 337.50

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
HEDDON DEVELOPMENT OF POLK COUNTY, FLORIDA**

95 DEC 29 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
HEDDON

ARTICLE I: NAME

The name of this Limited Liability Company shall be **DEVELOPMENT OF POLK COUNTY, L.C.**

ARTICLE II: DURATION

This Limited Liability Company shall exist for a period of Thirty (30) years from the date of filing with the Secretary of State of the State of Florida.

ARTICLE III: PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

ARTICLE IV: PLACE OF BUSINESS

The place of business of this Limited Liability Company shall be at the following street address: 1025 North Alternate 27, Lake Hamilton, Florida 33851, and such other place or places as the members from time to time may determine, and the mailing address of this Limited Liability Company shall initially be at the following address: P.O. Box 340, Lake Hamilton, Florida 33851.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Limited Liability Company shall be **WILL HEDDON**. The initial registered office address shall be 1025 North Alternate 27, Lake Hamilton, Florida 33851.

ARTICLE VI: CAPITAL CONTRIBUTION

The initial amount of cash capital contributions is \$100.00, and the anticipated cash capital contributions are \$249,900.00, which will be contributed by the members.

ARTICLE VII: MANAGEMENT

The Limited Liability Company will be managed by a Manager or Manager(s). Manager(s) need not be members. **WILL HEDDON** and **ADRIANO FEOLI** shall serve as Managers until the first annual meeting of members or until their successors are elected and qualify. The names and addresses of the initial Managers are:

WILL HEDDON
1025 North Alternate 27
Lake Hamilton, FL 33851

ADRIANO FEOLI
1025 North Alternate 27
Lake Hamilton, FL 33851

ARTICLE VIII: ADMISSION OF ADDITIONAL MEMBERS

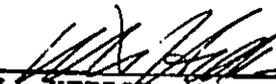
The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: No additional members are to be admitted as members of the company except by the unanimous vote of the subscribers.

ARTICLE IX: MEMBERS RIGHTS TO CONTINUE BUSINESS

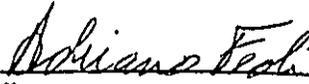
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company, the remaining member or members, may, by consent in writing, continue the business of the company.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

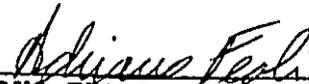
FILTROS NACIONALES, S.A.
(a/k/a FILNASA),
a COSTA RICAN corporation



WILL HEDDON, Manager and Member



Member
BY: ADRIANO FEOLI
ITS: Vice President



ADRIANO FEOLI, Manager

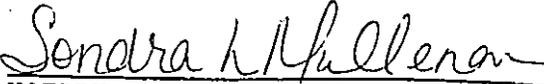
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was signed before me this 1st day of March, 1995 by WILL HEDDON, individually, and ADRIANO FEOLI, individually and as Vice President of FILTROS NACIONALES, S.A. (a/k/a FILNASA), a COSTA RICAN corporation, who personally appeared before me, who are known to me to be the persons who executed the foregoing Articles of Organization and are personally known to me.

(S E A L)



SONDRA L. MULLENAX
My Commission CC503347
Expires Oct. 18, 1999

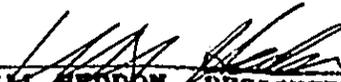


NOTARY PUBLIC, STATE OF FLORIDA
PRINTED NAME: SONDRA L. MULLENAX
COMMISSION NUMBER: CC503347
COMMISSION EXPIRES: 10/18/99

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent, to accept service of process
HEDDON DEVELOPEMENT OF POLK COUNTY, L.C. at the place designated, I hereby
accept the appointment as Registered Agent, and state that I am
familiar with and accept the duties, obligations and
responsibilities as Registered Agent.

Dated March 1, 1995.



WILL HEDDON, REGISTERED AGENT

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR HEDDON DEVELOPMENT OF POLK COUNTY, L.C.**

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, the undersigned Notary Public, authorized in the State and County named above to administer oaths, personally appeared the undersigned, who, after being by me first duly sworn, says upon oath:

1. This Affidavit relates to HEDDON DEVELOPMENT OF POLK COUNTY, L.C. a Florida limited liability company;

2. That HEDDON DEVELOPMENT, L.C., a Florida limited liability company, has three (3) members as follows:

FILTROS NACIONALES, S.A., (a/k/a FILNASA), a Costa Rican corporation;

WILL HEDDON; and

PLAZA UNO, S.A., a Costa Rican corporation.

3. That the initial cash contribution of the members is \$100.00;

4. That the cash amount anticipated to be contributed by the members is \$249,900.00;

5. That this Affidavit is to comply with Section 608.407(2) of the Florida Limited Liability Company Act of the Florida Statutes;

6. Affiants state that they are familiar with the nature of an oath; and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiants further certify that they have read the full facts of this Affidavit, and understand its context.

Signed, Sealed and Delivered
in the Presence of:

FILTROS NACIONALES, S.A.,
(a/k/a FILNASA),
a COSTA RICAN corporation

Adriano Feoli
BY: ADRIANO FEOLI
ITS: Vice President

Richard Jones
(Witness)
Richard Jones
(Printed Name of Witness)

Linda S. Taylor
(Witness)
Linda S. Taylor
(Printed Name of Witness)

Mailing Address:
1027 N. Alt. Highway 27
Lake Hamilton, FL 33851

Richard Jones
(Witness)
Richard Jones
(Printed Name of Witness)

Will Heddon
WILL HEDDON

Mailing Address:
1027 N. Alt. Highway 27
Lake Hamilton, FL 33851

Linda S. Taylor
(Witness)
Linda S. Taylor
(Printed Name of Witness)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was signed before me this 1st day of March, 1995 by WILL HEDDON, individually, and ADRIANO FEOLI, as Vice President of FILTROS NACIONALES, S.A. (a/k/a FILNASA), a COSTA RICAN corporation, who personally appeared before me, who are known to me to be the persons who executed the foregoing Articles of Organization and are personally known to me.

(S E A L)

Sondra L. Mullenax
NOTARY PUBLIC, STATE OF FLORIDA
PRINTED NAME: SONDRA L. MULLENAX
COMMISSION NUMBER: CC503347
COMMISSION EXPIRES: 10/18/99



SONDRA L MULLENAX
My Commission CC503347
Expires Oct. 18, 1999

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



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

FILED

96 MAR 18 PM 3:28

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 #L95000001009
HEDDON DEVELOPMENT OF POLK COUNTY, L.C.
POST OFFICE BOX 340
LAKE HAMILTON FL 33851

1c. Principal Place of Business Address
1025 NO. ALTERNATE 27
LAKE HAMILTON FL 33851
al
3-19

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		12/29/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		59-3352517	
7. Name and Address of Current Registered Agent				5. Date of Last Report	
HEDDON, WILL 1025 NO. ALTERNATE 27 LAKE HAMILTON FL 33851				6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Required <input type="checkbox"/>	

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
HEDDON, WILL 1025 NO. ALTERNATE 27 LAKE HAMILTON FL 33851		Name	
		Street Address (P.O. Box Number is Not Acceptable)	
		Suite, Apt. #, etc.	
		City	
		Zip Code	

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: *Will Heddon* Will Heddon DATE: February 7, 1996

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	HEDDON, WILL	1025 NO. ALTERNATE 27	LAKE HAMILTON FL
MGRM	FEOLI, ADRIANO	1025 NO. ALTERNATE 27	LAKE HAMILTON FL

800001751628
-03/20/96--01105--018
***238.75 ***238.75

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 the address

SIGNATURE: *Will Heddon* Will Heddon February 7, 1996 (941)439-1904