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WALDO & ETHERINGTON 96 JAN -5 AM 10:58

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David B. Etherington, P.A.

Myrtice R. Waldo, P.A.

REAL PROPERTY LAW
INTERNATIONAL LAW
CORPORATE/BUSINESS LAW

January 3, 1996

Division of Corporations
P.O. Box 6329
Tallahassee, FL 32314

Dear Sir:

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-01/05/96--01106--001
****285.00 ****285.00

Enclosed are two copies of the Articles of Organization for a Limited Liability Company, one for filing and one to be stamped with the filing date and returned to this office. Enclosed is a check for \$280.00 for the filing fees.

Please address all correspondence to the above named office.

Sincerely,



David B. Etherington
For the Firm.

Enclosures

PK 1/10/96

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

for

PANHANDLE IMPORTS, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Limited Liability Company is **PANHANDLE IMPORTS, L.C.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 5133 Teakwood Drive, Pensacola, FL. 32506.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Chi Kuen Wu
6 Floor Flat A, Sun Field Court
1 Peace Ave., HOMANTIN
KOWLOON, HONG KONG

Perry R. Eaves
5133 Teakwood Drive
Pensacola, FL. 32506

ARTICLE V OFFICERS

The officers of the Limited Liability Company are as follows:

President:	Perry R. Eaves
Vice President:	Chi Kuen Wu
Secretary:	Perry R. Eaves
Treasurer:	Chi Kuen Wu

ARTICLE VI LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, or repeal the regulations of a limited liability company shall be vested in the members of the company. Regulations adopted by the members or by the manager or managers may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the articles of organization.

ARTICLE VII VOTING BY MEMBERS

Unless otherwise provided in the articles of organization, the following shall apply:

(A) All members of a limited liability company shall be entitled to vote on matters relating to the limited liability company;

(B) Each member's vote shall be weighted in proportion to the member's relative capital account; however, if the capital account of each member is negative or zero, each member shall have one vote;

(C) Any manager who is not a member shall not be entitled to vote on matters relating to the limited liability company.

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 that upon unanimous approval of all current members, new members shall be admitted.

**ARTICLE IX
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be upon unanimous approval of all remaining members of the limited liability company.

**ARTICLE X
DISTRIBUTION OF PROPERTY**

The limited liability company may, from time to time, distribute its property to its members in accordance with the provisions contained in the regulations, except that no distribution may be made if after the distribution the limited liability company would not be able to pay its debts as they become due in the usual course of business, or the limited liability company's total assets would be less than the sum of its total liabilities (except liabilities to members on account of their contributions, unless otherwise provided in the articles of organization). If the regulations do not provide for the payment of distributions to members, the distributions, when made, must be allocated on the basis of each member's relative capital account.

**ARTICLE XI
SHARING OF PROFITS AND LOSSES**

The profits and losses of the limited liability company shall be allocated among the members in the following manner:

Chi Kuen Wu	51%	Perry R. Eaves	49%
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**ARTICLE XII
SUPPLEMENTAL CAPITAL CONTRIBUTIONS**

A supplemental affidavit declaring the amount of the capital contributions of the members shall be filed with the Department of State within 30 days after any time when the actual contributions of the members exceed the anticipated amount of capital contributions.

IN WITNESSS WHEREOF, the undersigned has executed these Articles of Organization of Limited Liability Company, dated this 21 day of December, 1995.

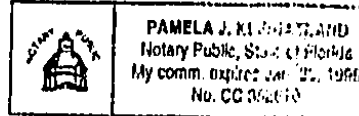
Perry R. Eaves
Perry R. Eaves

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 21 day of December, 1995, by Perry R. Eaves, who has produced Florida Driver's License as identification and did take an oath.

Pamela J. Kleinschmidt
Notary Public

Prepared by:
DAVID B. ETHERINGTON
Attorney-at-Law
2727 N.W. 43rd Street, Suite 1
Gainesville, FL 32606
(352) 377-1302



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

The undersigned member or authorized representative of a member **JAPANESE IMPORTS, L.C.**, deposes and says:

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$ 1,000.00.
3. No property other than the cash listed in 2 above has been contributed.
4. The total amount of cash or property anticipated to be contributed by members is \$ 1,000.00. This total includes amounts from 2 above.

Perry R. Eaves
Perry R. Eaves

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Prepared by:
DAVID B. ETHERINGTON
Attorney-at-Law
2727 N.W. 43rd Street, Suite 1
Gainesville, FL 32606
(352) 377-1302

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**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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PANHANDLE IMPORTS, L.L.C.
2. The name and address of the registered agent and office is:

Perry R. Eaves
5133 Teakwood Drive
Pensacola, FL. 32506

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.

Perry R. Eaves
Perry R. Eaves

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 21 day of December, 1995, by Perry R. Eaves, who has produced Florida Drivers License as identification and did take an oath.

Pamela J. Kleinsland
Notary Public

Prepared by:
DAVID B. ETHERINGTON
Attorney-at-Law
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Gainesville, FL 32606
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