

L9600000207

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

No. 52345

RE: Westview
of Chicago
96 FEB 22 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 \$ _____

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S -
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service _____
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prop. _____
- FAX () _____ pgs.

02723/96-01108-009
****337-50 ****337-50

SUBTOTALS _____

PK 2/22/96

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

WALK-IN Will Pick Up 2/22 1:00

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

RECEIVED
96 FEB 22 AM 10:20
Division of Corporations

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 ORGANIZATION
OF
WESTVIEW CAPITAL OF CHICAGO, L.C.

FILED

96 FEB 22 PM 1:12

The undersigned hereby forms a limited liability company under the
Liability Company Act. **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I NAME

The name of the Company is WESTVIEW CAPITAL OF CHICAGO, L.C.

ARTICLE II PERIOD OF DURATION

The period of the Company's duration will commence on the date these Articles of Organization are filed by the Department of State of the State of Florida and end on December 31, 2015.

ARTICLE III ADDRESS

The address of the Company is 5509-A West Friendly Avenue, Suite 101, Greensboro, North Carolina 27410.

ARTICLE IV REGISTERED AGENT

The name and address of the Company's registered agent is Nancy J. Cass, 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606.

ARTICLE V ADDITIONAL MEMBERS

No action or consent by the members, except the managing member or managing members will be required to admit members to the Company. Additional members and assignees of an interest in the Company will be admitted to the Company only with the written consent of the managing member or managing members, which consent may granted or withheld in the managing member's or managing members' sole and absolute discretion. Terms for the admission of additional members may be set from time to time by the managing member or managing members in the exercise of absolute discretion.

ARTICLE VI CONTINUATION OF BUSINESS

Upon the death, insanity, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of any member in the Company, the members representing a majority in interest of the remaining members will have the right to continue the business of the Company by written consent given within sixty (60) days of such event.

ARTICLE VII MANAGEMENT

The management of the Company is reserved to the members. The name and address of the initial managing member is Westview Financial Management, Inc. 5509-A West Friendly Avenue, Suite 101, Greensboro, North Carolina 27410.

ARTICLE VIII AMENDMENT

The managing member or managing members may amend these Articles of Organization from time to time with the consent of a majority in interest of the members.

ARTICLE IX DEFINITION

For the purposes of these Articles of Organization, a majority in interest with respect to any described group of the members means members who in the aggregate would be entitled under the Regulations of the Company, as amended from time to time, to cast a majority of the votes at a meeting at which all the members of the described group were present and voting.

IN WITNESS WHEREOF, these Articles of Organization have been executed this

9th day of February, 1996.

WESTVIEW FINANCIAL MANAGEMENT, INC.

By:

Marshall E. Melton
Marshall E. Melton, As President
Managing Member

AFFIDAVIT

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

The undersigned, Marshall E. Melton, does hereby affirm under penalties of perjury that the following statements are true and correct:

1. I am the duly elected president of Westview Financial Management, Inc.;
2. Westview Financial Management, Inc. is the managing member of Westview Capital of Chicago, L.C. (the "Company");
3. The Company has two members;
4. The amount of cash contributed to the Company is \$101; and
5. The anticipated amount of contributions to the Company is \$5,055,555.

Marshall E. Melton
Marshall E. Melton

Sworn to and subscribed before me this 9th day of February,
1996, by Marshall E. Melton, who is personally known to me (yes or no) or who produced
_____ as identification.

Georgia C. Rogers
Notary Public

Georgia C. Rogers
My Commission Expires: 9-19-2000
Guilford County, North Carolina

FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

96 FEB 22 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept appointment as registered agent of the limited liability company set forth below. I am familiar with and accept the obligations of this position.

1. The name of the company is WESTVIEW CAPITAL OF CHICAGO, L.C.
2. The name and address of the registered agent is:

Nancy J. Cass
324 South Hyde Park Avenue
Suite 375
Tampa, Florida 33606


Nancy J. Cass

Date: _____

2/20/96