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OFFICE USE ONLY (Document #)

ERIK R. WITSMAN ATTORNEY
(Requestor's Name)
138 E. Central Ave
(Address)
Howell, TN - The Hills 71
(City/State, Zip) (Phone #)
(24737)

2/21/96

OFFICE USE ONLY

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

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

56 FEB 22 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/23/96
TX

ARTICLES OF ORGANIZATION
OF
PERRY CREATIONS, L.C.

EFFECTIVE FOR
2-21-96

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be PERRY CREATIONS, L.C. ("Company"). The principal place of business of the Company in Florida shall be 138 EAST CENTRAL AVENUE, HOWEY-IN-THE-HILLS, FLORIDA 34737.

ARTICLE II

DURATION

The Company shall commence its existence on February 21, 1996. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is EZRA R. WITSMAN, 138 EAST CENTRAL AVENUE, HOWEY-IN-THE-HILLS, FLORIDA 34737.

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash, property, or services set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>	
Eric W. Perry	2 Keys	\$ 2.95
	2 Pins	53.00
	Cash	<u>14,944.05</u>
	TOTAL	<u>\$15,000.00</u>
Ezra R. Witsman	Jewelry	\$ 2,040.50
	Building Supplies	3.45
	Counters and	650.00
	Display Cases	
	Cash	<u>12,306.05</u>
	TOTAL -	<u>\$15,000.00</u>
Lakeshore Central, Inc.	Cash	\$ 5,000.00
	Consulting	<u>7,857.14</u>
	Services	
	TOTAL	<u>\$12,857.14</u>

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

ARTICLE IX

MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

NAME

ADDRESS

Eric W. Perry

127 West 5th Avenue
Mount Dora, FL 32757


Ezra R. Witsman

138 East Central Avenue
Howey-in-the-Hills, FL 34737

Charles A. Witsman,
Executive Vice President,
Lakeshore Central, Inc.

138 East Central Avenue
Howey-in-the-Hills, FL 34737

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Howey-in-the-Hills, Florida, for the foregoing uses and purposes this 21st day of February, 1996.


ERIC W. PERRY

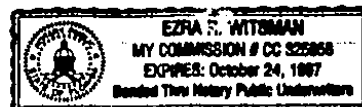

EZRA R. WITSMAN


CHARLES A. WITSMAN
EXECUTIVE VICE PRESIDENT
LAKESHORE CENTRAL, INC.

STATE OF FLORIDA
COUNTY OF LAKE

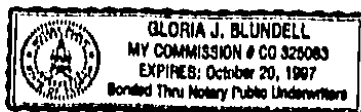
The foregoing instrument was acknowledged before me this 21st day of February, 1996, by ERIC W. PERRY, who is personally known to me ~~or who has produced~~ _____ as identification and who did not take an oath.


NOTARY PUBLIC



STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 22ND day of February, 1996,
by EZRA R. WITSMAN and CHARLES A. WITSMAN, who are personally known to me or who
have produced _____ as identification and who did not take an oath.



Gloria J. Blundell
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of PERRY CREATIONS, L.C., as the registered agent of said limited liability company, hereby consents to his appointment as registered agent of the Company.

Ezra R. Witsman
REGISTERED AGENT

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
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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

EZRA R. WITSMAN
(Name)

138 EAST CENTRAL AVENUE
(P.O. Box not acceptable)

HOWEY-IN-THE-HILLS, FLORIDA 34737
(City/State/Zip)

FILED
56 FEB 22 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Ezra R. Witsman
(Signature)

2-22-96

(Date)

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 22nd day of
February, 1996, by Ezra R. Witsman, who is personally known to me or who has
produced _____ as identification and who did not take an oath.

Gloria J. Blundell
NOTARY PUBLIC

