

196000000245

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Requestor's Name

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TALLAHASSEE, FLORIDA

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

1. Sun Capital / Factor One, L.L.C. (Corporation Name) 700001738557 (Document #)
-03/06/96--01015--002
****122.50 ****122.50
2. (Corporation Name) (Document #) 700001738557
-03/06/96--01015--003
****215.00 ****215.00
3. (Corporation Name) (Document #)
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<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

RECEIVED
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DIVISION OF REGISTRATION

BROWN MAR - 4 1996

EFFECTIVE DATE
3-1-96

Articles of Organization
of
Sun Capital/Factor One, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of the limited liability company shall be Sun Capital/Factor One, L.L.C., (hereinafter, the "Company").

ARTICLE II

Period of Duration

The Company shall commence its existence on ^{MARCH 1} ~~February 15~~, 1996, 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 1555 Palm Beach Lake Blvd, Suite 914, West Palm Beach, Florida 33401.

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

Initial Members

The initial members of the Company shall be Sun Capital, Inc. and Factor One, Inc., each of whom shall be issued 500 units of the Company.

ARTICLE VI
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 VII
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 remaining Members of the Company shall have the right to continue the business of the Company.

ARTICLE VIII
Management of the Company

The Company shall be managed by the Members, who may delegate responsibilities to individual Members or other agents. The name and addresses of the initial managing Members are as follows:

Name	Address
Sun Capital, Inc.	1555 West Palm Beach Lake Blvd., Suite 914 West Palm Beach, Florida 33401
Factor One, Inc.	c/o Jeff J. McKibben P.O. Box 1748 Wauchula, Florida 33873

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 ~~February 14~~, 1996.

MAKHA

Sun Capital, Inc., Member

By: 

Howard Koslow, President

Factor One, Inc., Member

By: 

G. R. Smith, President

0089684.02

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

SUN CAPITAL/FACTOR ONE, L.L.C.

deposes and says:

1) the above named limited liability company has at least two members

INITIAL CONTRIBUTION:

2) the total amount of cash contributed by the member(s) is

\$ 200,000.00 .

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ N/A .

A description of the property is attached and made a part hereto. 1st ADD'L: \$ 300,000.00

2nd ADD'L: 1,500,000.00

4) the amount of cash or property anticipated to be contributed by member(s) is

\$ _____ .

5) the total amount of 2, 3, and 4 is

\$ 2,000,000.00 .



Signature of a member or authorized representative of a member.
(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.)

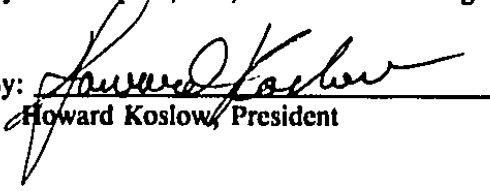
G. R. SMITH
President, FACTOR ONE, INC.

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.407, Florida Statutes, Sun Capital Factor One, L.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.

SUN CAPITAL/FACTOR ONE, L.L.C.

By: Sun Capital, Inc., Member and Manager

By: 
Howard Koslow, President

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.

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