

L96000000296

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

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 \$ _____

SN MAR 15 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3/15		
TIME	9:30 AM		CK No. _____
BY	DD		

WALK-IN
 Will Pick Up _____

RE: Northwest Florida
Investors L.L.C.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>L.C.</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -	500001749145	
<input type="checkbox"/> Fictitious Name File	03/19/96-01074-001	
	****570.00 ****285.00	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

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

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

FILED
MAR 15 4:11:38
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
NORTHWEST FLORIDA INVESTORS, L.L.C.**

The undersigned subscribers, being the organizers of these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I
NAME**

The name of this limited liability company shall be Northwest Florida Investors, L.L.C.

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than December 31, 2050.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 4328 Sunset Beach Circle, Niceville, FL 32578. The mailing address of the limited liability company is 4328 Sunset Beach Circle, Niceville, FL 32578.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Shalimar, Florida 32579 and the name of the initial registered agent at that address is DANIEL C. PERRI.

ARTICLE VI
CAPITAL

The capital of the limited liability company shall exist in real and/or personal property located in Niceville, Florida and having a value of \$1,000.00.

ARTICLE VII
MANAGEMENT

The name and address of the initial manager(s) of the limited liability company is as follows:

Wolfgang Wistorf
4328 Sunset Beach Circle
Niceville, FL 32578

Timothy D. Herndon
4502 East Highway 20
Niceville, FL 32578

Management shall be by the person(s) above named until such time as his death, resignation, incapacity or a majority of the members vote to remove him. A new manager or managers may be elected by a vote of a majority of the members. In the event that two or more persons should become managers then majority vote of the managers shall control.

ARTICLE VIII
INITIAL MEMBERS

There are two or more initial members of the limited liability company. The names and addresses of the initial members of this limited liability company are as follows:

Wolfgang Wistorf
4328 Sunset Beach Circle
Niceville, FL 32578

Ulrike Wistorf
4328 Sunset Beach Circle
Niceville, FL 32578

ARTICLE IX
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members.

**ARTICLE X
DISSOLUTION**

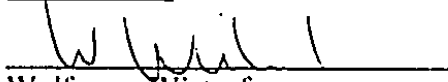
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members, but in any event no later than December 31, 2050.

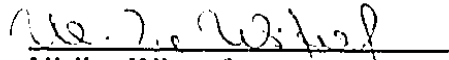
**ARTICLE XI
TRANSFER OF INTEREST**

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 9th day of February, 1996, for the purpose of forming a limited liability company to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

MEMBER:


Wolfgang Wistorf


Ulrike Wistorf

Dated: February 9, 1996

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9th day of February, 1996, and who personally appeared Wolfgang Wistorf, who
() has produced a valid driver's license as identification
(~~4~~) is personally known to me
and who () did take an oath
(~~4~~) did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 9th day of February, 1996.



OFFICIAL SEAL
DANIEL C. PERRI
My Commission Expires
June 6, 1997
Comm. No. CC 285377

Daniel C. Perri
DANIEL C. PERRI
NOTARY PUBLIC
My commission expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9th day of February, 1996, and who personally appeared Wolfgang Wistorf, who
(~~4~~) has produced a valid driver's license as identification
() is personally known to me
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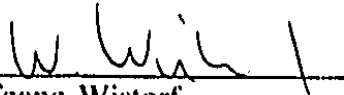


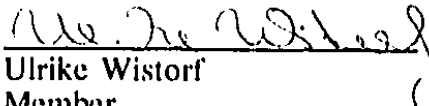
OFFICIAL SEAL
DANIEL C. PERRI
My Commission Expires
June 6, 1997
Comm. No. CC 285377

Daniel C. Perri
DANIEL C. PERRI
NOTARY PUBLIC
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:
Northwest Florida Investors, desiring to organize under the laws of the State of
Florida with its principal place of business at 4328 Sunset Beach Circle, Niceville,
FL 32578, has named DANIEL C. PERRI as its agent to accept service of process
within the State of Florida and whose address is 5 Clifford Drive, Shalimar, FL
32579.


Wolfgang Wistorf
Member


Ulrike Wistorf
Member

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all Florida Statutes
relative to the proper and complete performance of my duties.


DANIEL C. PERRI
Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

I, the undersigned member of Northwest Florida Investors, L.L.C., after being duly sworn, do depose and state the following:

1. There are at least two (2) members of Northwest Florida Investors, L.L.C.

2. Capital contribution to Northwest Florida Investors, L.L.C. is as follows:

<u>Names and Addresses of Members</u>	<u>Initial Capital Contributions</u>	<u>Units</u>
Wolfgang Wistorf 4328 Sunset Beach Circle Niceville, FL 32578	\$750.00	75
Wolfgang Wistorf 4328 Sunset Beach Circle Niceville, FL 32578	\$250.00	25

The value of the total contributions to Northwest Florida Investors, L.L.C. is \$1,000.00.

3. There is no contribution of property other than that listed in paragraph 2 above.

MEMBER:

W. Wistorf
Wolfgang Wistorf

Dated: February 7, 1996

Sworn to and ascribed before me on
February 7, 1996.

DCC Perri
My commission expires: _____



OFFICIAL SEAL
DANIEL C. PERRI
My Commission Expires
June 6, 1997
Comm. No. CC 285377

MEMBER:

Ulrike Wistorf
Ulrike Wistorf

Dated: February 7, 1996

Sworn to and ascribed before me on
February 7, 1996.

DCC Perri
My commission expires: _____



OFFICIAL SEAL
DANIEL C. PERRI
My Commission Expires
June 6, 1997
Comm. No. CC 285377