

L960000000411

April 10, 1996

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****285.00 ****285.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Dana

Dear Dana:

Enclosed as we discussed on Tuesday, April 9, are the Articles of Organization for a new Florida limited liability company, Elegant Expressions, L.C. Also enclosed for filing is (i) an affidavit of membership and contributions and (ii) the certificate of registered agent. My check, in the amount of \$285 made payable to the Florida Department of State, is also enclosed to pay for the \$250 filing fee for the Articles of Organization and the \$35 filing fee for the certificate of registered agent.

I appreciate your offer to make these filings for me on Thursday and return proof of filing including the enclosed conformed copy of them, including a file-stamp on the same, to me in the enclosed Federal Express envelope. Please call me collect at (713) 546-5093 with any questions you may have concerning this matter. Thanks again for your assistance.

Very truly yours,

Barbara Ann Leavine
Barbara Ann Leavine

Enclosures

FILED
56 APR 11 1996
TALLAHASSEE, FLORIDA
SECRET

APC
4-11-96

ARTICLES OF ORGANIZATION
OF
ELEGANT EXPRESSIONS, L.C.

FILED
20 03 11 20 2 30
TAMPA, FLORIDA

1. **Name.** The name of this limited liability company is Elegant Expressions, L.C. (the "Company").

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earliest of the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Joan A. Campbell. The street address of the initial registered agent of the Company is 1221 Magdalene Grove Avenue, Tampa, Florida 33613-2024.

5. **Mailing Address and Street Address.** The Company's mailing and street address is Elegant Expressions, L.C., c/o Joan A. Campbell, 1221 Magdalene Grove Avenue, Tampa, Florida 33613-2024.

6. **Additional Members.** Additional members to the Company may be admitted, but only upon the unanimous consent of all current members.

7. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

8. **Management of the Company.** The management of the Company is reserved to its members. The Company shall be managed in accordance with the

regulations and operating agreement adopted by the members. The names and addresses of the members are:

Thomas G. Campbell
Joan A. Campbell
1221 Magdalene Grove Avenue
Tampa, Florida 33613-2024

and

Wilburn W. Leavine
Barbara Ann Leavine
505 Bayland
Houston, Texas 77009

9. **Regulations.** The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

10. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of these Articles of Organization with the Florida Department of State.

11. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of
the 9th day of April, 1996.

Barbara Ann Leavine

Barbara Ann Leavine
Member

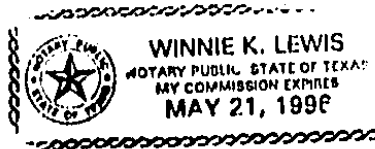
STATE OF TEXAS)
) ss:
COUNTY OF HARRIS)

I HEREBY CERTIFY that on this 9th day of April, 1996 before me personally appeared Barbara Ann Leavine, known to me to be the person who executed the above instrument and who acknowledged before me that she executed the above instrument.

Winnie K. Lewis

Notary Public

My Commission Expires:




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AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY

The undersigned member of ELEGANT EXPRESSIONS,
L.C. deposes and says:

1. The above named limited liability company has at least two members;
2. The total aggregate amount of cash to be contributed by the members is \$80,000;
3. No property other than cash will be contributed by the members; and
4. The total amount of cash or property anticipated to be contributed by the members is \$80,000. This total includes amounts from 2 and 3 above.


Barbara Ann Leavine
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 hereinafter are true.)

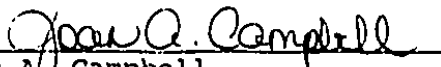
FD-204
20-20411-33

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 Elegant Expressions, L.C.
2. The name and address of the registered agent and office is Joan A. Campbell, 1221 Magdalene Grove Avenue, Tampa, Florida 33613-2024.

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.


Joan A. Campbell
Dated as of April 9, 1996

L96000000411

June 20, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001875050
-06/25/96--01101--005
*****52.50 *****52.50

Ladies and Gentlemen:

Enclosed for filing are Articles of Dissolution of
Elegant Expressions, L.C. Also enclosed is my check, in the
amount of \$52.50 made payable to the Florida Department of State,
in payment of the filing fee for the Articles of Dissolution.

Please file these Articles of Dissolution with the
Department of State and return the proof of filing, including the
enclosed conformed copy of them with a file-stamp on the same, to
me in the enclosed envelope at your earliest convenience. Please
call me collect at (713) 546-5093 with any questions you may have
concerning this matter.

Very truly yours,

Barbara Ann Leavine
Barbara Ann Leavine

Enclosures

SH 6/28
Diss.

FILED
96 JUN 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

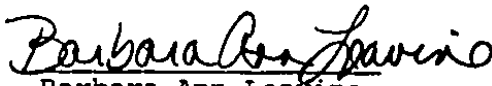
ARTICLES OF DISSOLUTION
OF
ELEGANT EXPRESSIONS, L.C.


FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

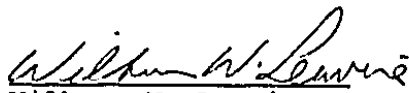
We, the undersigned members of ELEGANT EXPRESSIONS, L.C., a Florida limited liability company (the "Company"), do hereby adopt the following Articles of Dissolution for the Company:


1. The Company is dissolved effective as of April 26, 1996.
2. The Company was dissolved by unanimous consent of the all of the members of the Company.
3. All debts, obligations and liabilities of the Company have been paid or discharged.
4. All property and assets of the Company have been distributed among the members of the Company in accordance with their respective rights and interests.
5. There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the undersigned executed these Articles of Dissolution effective as of the 26th day of April, 1996.


Barbara Ann Leavine
Member


Joan A. Campbell
Member


Wilburn W. Leavine
Member


Thomas G. Campbell
Member