

L96000000494

MOSS & ROCOVICH

ATTORNEYS-AT-LAW

A PROFESSIONAL CORPORATION

FIRST UNION TOWER

10 S. JEFFERSON STREET 24011

P. O. BOX 13006

ROANOKE, VIRGINIA 24038

(703) 982-7878

FAX (703) 982-2443

April 15, 1996

FILE NO:

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
66 APR 30 AM 9:51
6219
TALLAHASSEE, FLORIDA

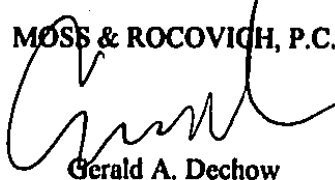
RE: JENFLA, L.C.

Dear Sir/Madam:

Please find enclosed an original and a copy of the Articles of Organization and Affidavit for the above-referenced limited liability company, and a Designation of Registered Agent, along with a check for Three Hundred Thirty-Seven Dollars and Fifty Cents (\$337.50) to cover the filing fees and to receive a certified copy.

Very truly yours,

MOSS & ROCOVICH, P.C.



Gerald A. Dechow

600001803016
-05/01/96--01045--004
***337.50 ***337.50

GAD/scd

Enclosures

MBL

5-6-96
FD

ARTICLES OF ORGANIZATION
OF
JENFLA, L.C., a Limited Liability Company

FILED
65 APR 30 PM 9:51
HALLS COUNTY, FLORIDA

1. **Name.** The name of this Limited Liability Company is JENFLA, L.C..
2. **Address.** The Mailing Address and Street Address of the principal office of this Limited Liability Company is:

Mailing Address:
46 N. Washington Boulevard
Suite 13
Sarasota, FL 34236

Street Address:
46 N. Washington Boulevard
Suite 13
Sarasota, FL 34236

3. **Duration.** The period of duration of this Limited Liability Company is perpetual.

4. **Additional Members.** The right of the Members to admit Additional Members and the terms and conditions of the admissions are:

The Members shall have the right by unanimous agreement to admit additional members on such terms and conditions as the Members shall specify by unanimous agreement and subject to the terms of the Operating Agreement.

5. **Continuation Upon Withdrawal of Member.** The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Withdrawal"), as long as there are at least two remaining Members, and the remaining Members agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Company.

6. **Manager.** This Limited Liability Company shall be managed by a Manager. The name

and address of the Manager who is to serve as Manager until the first annual meeting of Members or until their successors are elected and qualify is:

Gerald A. Dechow
P. O. Box 13606
Roanoke, VA 24035

Signature



Organizer - Gerald A. Dechow


4/19/1996

Date

COMMONWEALTH OF VIRGINIA

CITY OF ROANOKE

I, Sharon C. Dalaski, a Notary Public, do hereby certify that on this 19th day of April, 1996, personally appeared before me Gerald A. Dechow, who, being by me first duly sworn, declared that he read and signed the foregoing Articles of Organization and Affidavit and that the statements therein are true and correct to the best of his knowledge.



Notary Public

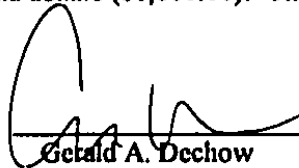
My commission expires:

July 31, 1998

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of JENFLA, L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is One thousand dollars (\$1,000.00).
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is One thousand dollars (\$1,000.00). This total includes amounts from 2 and 3 above.



(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.)

**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: JENFLA, L.C.
2. The name and address of the registered agent and office is:

Jay Edgar Baily
Law Offices of Jay Edgar Baily
46 North Washington Blvd., Suite 13
Sarasota, FL 34236-5928

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.


J. E. Baily - FL BAR #0744816

4-27-96
Date

FILED
95 APR 30 PM 9:51
TALLAHASSEE, FLORIDA



THE UNITED STATES
CORPORATION
COMPANY

L96000000494

ACCOUNT NO. : 072100000032

REFERENCE : 419088 4360189

AUTHORIZATION :

Patricia Fyfe

COST LIMIT : \$ 52.50

ORDER DATE : June 6, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 419088-005

800002204289--0

CUSTOMER NO: 4360189

CUSTOMER: Tracey Kenyon, Legal Asst
Moss & Rocovich, P.c.
4415 Electric Road

Roanoke, VA 24014

DOMESTIC AMENDMENT FILING

NAME: JENFLA, L.C.

EFFECTIVE DATE: MAY 29, 1997

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

6/11
Joey
Name
Change

FILED
97 JUN -6 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUN -6 AM 11:33
DIVISION OF CORPORATION

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION
FOR JENFLA, L.C.**

FILED
97 JUN -6 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the limited liability company is: **JENFLA, L.C.**
2. The date of filing of the Articles of Organization was April 30, 1996.
3. The following amendment to the Articles of Organization was unanimously adopted by the Members of this limited liability company on May 29, 1997:

Clause 1 of the Articles of Organization of JENFLA, L.C. is amended to read:

"The name of this Limited Liability Company is Sabre River Investments, L.C."

Subscribed and sworn to this 30th day of May, 1997.

WINDWALKER, INC., a Florida corporation,
Member

By 

Joseph C. Phillips, President


JOSEPH C. PHILLIPS, Member