

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Det 14028

F. CHESLER JUL 5 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME *7/3* _____ CK No. _____

BY *Jim* _____

WALK-IN *7/3 12:00*
 Will Pick Up _____

RE: mwse, s, l, c No. 53085

L 96000000718

	C.O. FEE.	DISBURSED
Art. of Inc. File		
Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(n)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
<input checked="" type="checkbox"/> UCC 11 Search		
<input checked="" type="checkbox"/> UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1996

CAP CONN

TALL, FL 32301

SUBJECT: MWS&S, L.C.
Ref. Number: W96000014028

FILED
95 JUL -5 AM 9:30
TALLAHASSEE, FLORIDA

We have received your document for MWS&S, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

ARTICLE VII-NEED TO DELETE THE MANAGEMENT OF AUTHORIZED REPRESENTATIVES, AS IT LEAVES IT TO OPEN. CANNOT HAVE THAT WORDING. NEED A DESCRIPTION OF THE REAL PROPERTY. AND ALSO NEED A TOTAL OF CONTRIBUTIONS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00032790

Corrected

**ARTICLES OF ORGANIZATION
OF
MWS&S, L.C.**

The undersigned subscribers, 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 MWS&S, L.C.

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than fifty (50) years from the date of filing with the Department of State.

**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 548 Mary Esther Cutoff, Suite 285, Mary Esther, FL 32569. The mailing address of the limited liability company is 548 Mary Esther Cutoff, Suite 285, Mary Esther, FL 32569.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

FILED
96 JUL -5 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
CAPITAL

The capital of the limited liability company shall exist in \$30,000.00 in cash.

ARTICLE VII
MANAGEMENT

The names and addresses of the sole manager of the limited liability company is as follows:

Charles James Shoff
548 Mary Esther Cutoff, Suite 285
Mary Esther, FL 32569

ARTICLE VIII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Charles James Shoff
225 Nature's Trail
Ft. Walton Beach, FL 32547

Michael Lum Sing
3630 Ransom Place
Alexandria, VA 22306

Richard Bryant Wilson, Jr.
15443 Jessie Drive
Colorado Springs, CO 80921

Lisa Marie Manion
103 Rachel Drive
Enterprise, AL 36330

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 of the company existing at that time.

**ARTICLE X
DISSOLUTION**

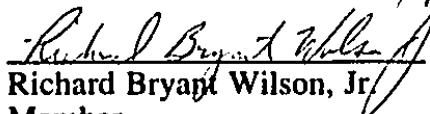
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

**ARTICLE XI
TRANSFER OF INTEREST**

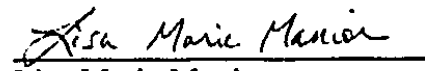
A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining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

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 30th day of June, 1996, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do 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.


Charles James Shoff
Member


Richard Bryant Wilson, Jr.
Member

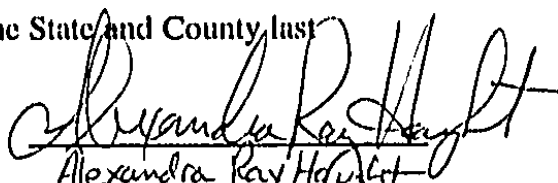

Michael Lum Sing
Member

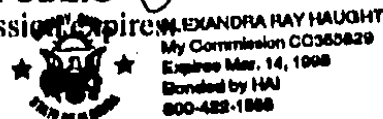

Lisa Marie Manion
Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25th day of June, 1996, and who personally appeared Charles James Shoff, who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 25th day of June, 1996.


Alexandra Ray Haught
NOTARY PUBLIC
My commission expires



STATE OF VIRGINIA
COUNTY OF Fairfax

The foregoing instrument was acknowledged before me this 30th day of June, 1996, and who personally appeared Michael Lum Sing, who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 30th day of June, 1996.



NOTARY PUBLIC

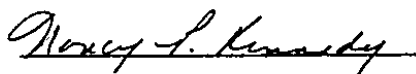
My commission expires: Nov 30, 1996

STATE OF COLORADO
COUNTY OF El Paso

The foregoing instrument was acknowledged before me this 28th day of June, 1996, and who personally appeared Richard Bryant Wilson, Jr., who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 28th day of June, 1996.





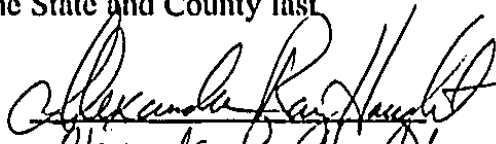
NOTARY PUBLIC

My commission expires: 12/23/98

STATE OF ALABAMA Florida
COUNTY OF Calhoun Okaloosa

The foregoing instrument was acknowledged before me this 26 day of June, 1996, and who personally appeared Lisa Marie Manion, who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 26th day of June, 1996.


Alexandra Ray Haught
NOTARY PUBLIC


My commission expires:

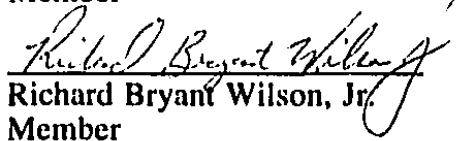


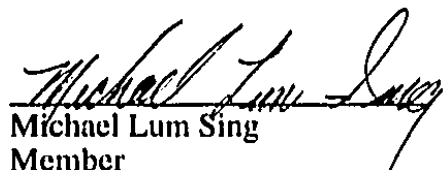
ALEXANDRA RAY HAUGHT
My Commission 00365629
Expires Mar. 14, 1998
Bonded by HAI
800-422-1868

**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:
MWS&S, L.C., desiring to organize under the laws of the State of Florida with
its principal place of business at 548 Mary Esther Cutoff, Suite 285, Mary
Esther, FL 32569, has named Alexandra R. Haught as its agent to accept
service of process within the State of Florida and whose address is 5 Clifford
Drive, Shalimar, Florida 32579.

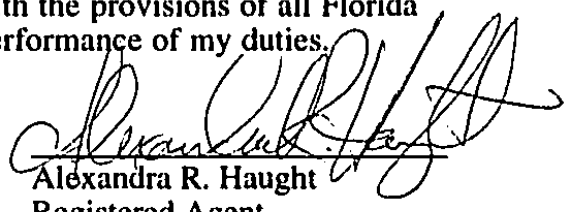

Charles James Shoff
Member


Richard Bryant Wilson, Jr.
Member


Michael Lum Sing
Member


Lisa Marie Manion
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.


Alexandra R. Haught
Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

I, the undersigned member of MWS&S, L.C., after being duly sworn, do depose and state the following:

1. There are at least two (2) members of MWS&S, L.C.
2. Capital contribution to MWS&S, L.C. is ^{thirty (30)} One Thousand Dollars and No Cents (\$30,000.00) in cash.

The total contributions to MWS&S, L.C. is \$30,000.00.

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

4. Future capital: Real property located in Colorado Springs, CO with an approximate worth of \$200,000.00 and real property located in Snellville, GA with an approximate worth of \$100,00.00. The company will assume liabilities with respect to the Colorado Springs, CO property in the amount of \$150,000.00 and will assume liabilities with respect to the Snellville, GA property in the amount of \$80,000.00. The total anticipated contributions are \$530,000.


Charles James Shoff
Member

Sworn to and ascribed before me on
June 25, 1996


My commission expires: _____



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

LEGAL DESCRIPTIONS OF REAL PROPERTY

1. All that certain land situate in El Paso County, Colorado, to-wit:

Lot 17, HOLLI HEIGHTS SUBDIVISION, in the City of Colorado Springs, El Paso County, Colorado, according to the plat thereof recorded in Plat Book K-3 at Page 4.

as known by street and number as: 1030 Holli Springs Lane, Colorado Springs, CO 80906

2. All that certain land situate in Gwinnett County, Georgia, to-wit:

All that tract or parcel of land lying and being in Land Lot 51 of the 6th District of Gwinnett County, Georgia, being Lot 7, Block C of Murrell Estates, Unit One, as per plat recorded in Plat Book 24, page 33, Gwinnett County records, which plat is incorporated herein and made a part hereof by reference.

FILED
96 JUL -5 AM 9:30
RECORDING OF STATE
TALLAHASSEE, FLORIDA