

1201 HAYS STREET
APT. 101 FL 3 32607
800-342-8006
L96000000720



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 010752 9796A

AUTHORIZATION :

800001890028
-07/10/96--01094--015
*****70.00 *****70.00

COST LIMIT : \$ PPD

ORDER DATE : July 5, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 010752

CUSTOMER NO: 9796A

CUSTOMER: Ms. Alison Cartwright
CHESSER WINGARD BARR

1201 Eglin Parkway

Shalimar, FL 32579

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 PM 12:57

800001890028
-07/10/96--01094--016
*****215.00 *****215.00

DOMESTIC FILING

NAME: OSBORNE-FRAZIER FAMILY
PARTNERSHIP, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

285.00 F.F.

RECEIVED
96 JUL -5 AM 11:41
DIVISION OF CORPORATIONS

7/5/96

**ARTICLES OF ORGANIZATION
OF**

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OSBORNE-FRAZIER FAMILY PARTNERSHIP, L.C.

ARTICLE I- NAME

The name of this limited liability company is OSBORNE-FRAZIER FAMILY PARTNERSHIP, L.C. (the "Company").

ARTICLE II-DURATION

The company shall exist from the date of filing these Articles of Organization with the Department of State until 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 of the Company (the "Members").

ARTICLE III-MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the Company is 777 Sundial Court, # 1, Ft. Walton Beach, Florida 32548.

ARTICLE IV- INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is Gloria K. Frazier, and the street address of initial registered agent of the Company is 777 Sundial Court #1, Ft. Walton Beach, Florida 32548.

ARTICLE V- ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if all the current Members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI- MEMBERS RIGHTS TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VII- MANAGEMENT OF THE COMPANY

The Company shall be managed by two (2) managers (the "Managers"). The following is a list of the names and addresses of the two individuals who shall initially serve as Managers of the Company until the first annual meeting of the Members or until their successors are elected and qualify:

Name

Address

1. Robert Paul Osborne

53 Yacht Club Drive Suite #9
Ft. Walton Beach, Florida 32548

2. Gloria K. Frazier

777 Sundial Court #1
Ft. Walton Beach, FL 32548

Thereafter, the Managers shall continue to be its initial managers, except that the Frazier Family Corporation may change its designated manager at any time.

ARTICLE VIII- REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal the Regulations of the Company containing provisions for the regulation and management of the affairs of the Company, by unanimous consent. Until changed by agreement, the Osborne-Frazier Joint Venture Agreement will be the operating regulation for this Company.

IN WITNESS WHEREOF, the undersigned, being all of the original Members of the Company, have executed these Articles of Organization, this 3rd day of July, 1996.

FRAZIER FAMILY CORPORATION, INC.
a Florida Corporation


GLORIA K. FRAZIER

STATE OF FLORIDA
COUNTY OF OKALOOSA

THE foregoing instrument was acknowledged before me this 3rd day of July, 1996 by Gloria K. Frazier (who is personally known to me) or who has produced _____ as identification.


NOTARY PUBLIC



FLORIDA NOTARY PUBLIC
BY COMMISSION # 00000000000000000000
March 19, 1997
WALTER W. FRAZIER, INC.

IN WITNESS WHEREOF, the undersigned, being all of the original Members of the Company, have executed these Articles of Organization, this 3rd day of July, 1996.

ROBERT PAUL OSBORNE



ROBERT PAUL OSBORNE

STATE OF FLORIDA
COUNTY OF OKALOOSA

THE foregoing instrument was acknowledged before me this 3rd day of July, 1996 by Robert Paul Osborne who is personally known to me or who has produced Florida Drivers License as identification.

 ALISON M. CARTWRIGHT
MY COMMISSION EXPIRES
March 18, 1997
7/2/96/11c
ALISON M. CARTWRIGHT, INC.


NOTARY PUBLIC

The undersigned Member of OSBORNE-FRAZIER FAMILY PARTNERSHIP,
L.C. deposes and says:

- IN WITNESS WHEREOF, the undersigned, has executed this Affidavit of Membership and Contributions this ____ day of July, 1996.

Gloria K
GLORIA K. FRAZIER

THE foregoing instrument was acknowledged before me this 3rd day of July, 1996 by Gloria K. Frazier who is personally known to me or who has produced as identification.


NOTARY PUBLIC



ALBANY, N.Y. (UPI) —
MY COMMISSION AS GOVERNOR EXPIRES
March 19, 1997

7/2/96/abc... **WORLDWIDE INSURANCE, INC.**

**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:

OSBORNE-FRAZIER FAMILY PARTNERSHIP, L.C.

2. The name and address of the registered agent and office is:

GLORIA K. FRAZIER

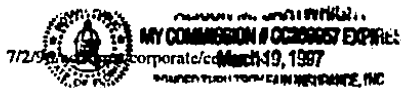
777 Sundial Court # 1, Ft. Walton Beach, Florida 32548.

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.


GLORIA K. FRAZIER

STATE OF FLORIDA
COUNTY OF OKALOOSA

THE foregoing instrument was acknowledged before me this 3rd day of July, 1996 by Gloria K. Frazier who is personally known to me or who has produced _____ as identification.




NOTARY PUBLIC



ALLISON M. CARTWRIGHT
MY COMMISSION # CC280067 EXPIRES
March 19, 1997
BONDED THROUGH TRISTY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 PM 12:57