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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

8-20-96

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 \$ _____

*Return check
 #285.*

P. CHESTER AUG 27 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<i>AKK</i>		

WALK-IN Will Pick Up *526 12-00*

NR 52834

RE: *Beaver L.C.*

	O.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing <i>019</i>		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
<i>100th</i> Copy(s)		
<i>photo</i>		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
Filing 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.....	

RECEIVED
 96 AUG 26 PM 12:01
 DIVISION OF CORPORATIONS

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

August 26, 1996

CAP CONN

TALL, FL 32301

SUBJECT: BEAVER L.C.
Ref. Number: W96000017884

RECEIVED
96 AUG 27 2011 8:06
DIVISION OF CORPORATIONS

Handwritten signature/initials

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 896A00040381

Corrected

ARTICLES OF ORGANIZATION

OF

BEAVER/FRUITVILLE L.C.,

A FLORIDA LIMITED LIABILITY COMPANY

EFFECTIVE DATE

8-20-96

ARTICLE I

NAME

The name of this limited liability company is BEAVER/FRUITVILLE L.C., referred to in these Articles of Organization as the "Company."

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Company is 225 Avant Avenue, Sarasota, Florida 34232. The Company's registered agent is Gerald C. Simmons, whose office is located at 225 Avant Avenue, Sarasota, Florida 34232.

ARTICLE III

EFFECTIVE DATE OF EXISTENCE/DURATION

The existence of the Company shall commence as of the date these Articles are signed which is August 20, 1996. Unless dissolved earlier, the Company will dissolve automatically on December 31, 2050. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

ARTICLE IV

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

FILED
25 AUG 25 PM 4:00
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF SARASOTA
FLORIDA

ARTICLE V

MANAGEMENT BY MANAGERS

The Company will be managed by a manager, as further provided in the Company's regulations. Except as authorized by the manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the Company's initial manager, who will serve as manager until the first annual meeting of the Company's members or until his successor is elected and qualifies, is: Gerald C. Simmons, 225 Avant Avenue, Sarasota, Florida 34232.

ARTICLE VI

ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's regulations.

ARTICLE VII

WITHDRAWAL OF MEMBER

Upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall be continued as provided in the Company's regulations.

ARTICLE VIII

AMENDMENT

These Articles of Organization may be amended as provided in the Company's regulations.

Executed this 20th day of August, 1996.

Witnessed by:

[Signature]

Sybil S. Howard

[Signature]

GERALD C. SIMMONS
Member

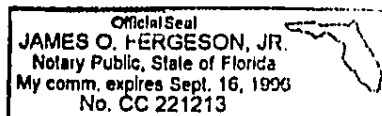
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on 8/20, 1996, by GERALD C. SIMMONS, who is personally known to me or who has produced N/A as identification and who did (did not) take an oath.

[Signature]

(Name) **JAMES O. FERGESON, JR.**
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____



ACCEPTANCE OF REGISTERED AGENT

I hereby agree, as registered agent, to accept service of process on behalf of the Company, to keep the Company's office open during prescribed hours, to post my name (and any other person authorized to accept service of process for the Company at the above address) in some conspicuous place as required by law. I am familiar with and accept the obligations of a registered agent of a Florida Limited Liability Company.



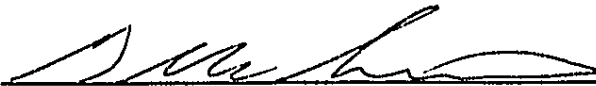
GERALD C. SIMMONS
Registered Agent

AFFIDAVIT UNDER F.S. 609.407(2)


The undersigned, being all of the members of ^{BEAVER/FRUITVILLE L.C.,}
Florida Limited Liability Company, (the "Company"), being first
duly sworn, depose and say as follows:

1. The Company has at least two members.
2. The members in the aggregate have contributed to the Company \$4,800.00 in cash.
3. No additional cash or other property is anticipated to be contributed to the Company by its members.


FURTHER AFFIANTS SAYETH NOT.


GERALD C. SIMMONS
Dated: 8/20, 1996

CLYDE SIMMONS TRUST, SHARE B, U/A
DTD. 10/10/73

By: 
Mabel C. Simmons, Trustee
Dated: 8-20, 1996

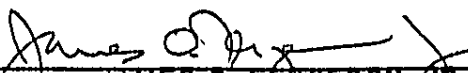
MABEL C. SIMMONS TRUST U/A DTD.
10/10/73

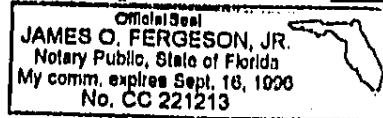
By: 
Mabel C. Simmons, Trustee
Dated: 8-20, 1996

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on
8/20, 1996, by GERALD C. SIMMONS, who is personally
known to me or who has produced N/A as
identification and who did take an oath.

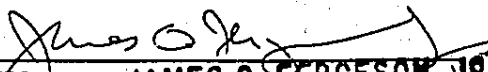

(Name) JAMES O. FERGESON, JR.
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

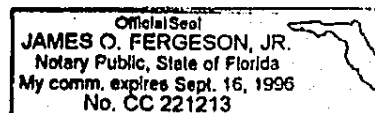


STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on
8/20, 1996, by MABEL C. SIMMONS, as Trustee of the CLYDE
SIMMONS TRUST, SHARE B, who is personally known to me or who has
produced N/A as identification and who
did take an oath.



(Name) JAMES O. FERGESON, JR.
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____



STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on
8/20, 1996, by MABEL C. SIMMONS, as Trustee of the MABEL
C. SIMMONS TRUST, who is personally known to me or who has produced
N/A as identification and who did take
an oath.


(Name) JAMES O. FERGESON, JR.
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

Official Seal
JAMES O. FERGESON, JR.
Notary Public, State of Florida
My comm. expires Sept. 16, 1998
No. CC 221213

FILED
96 AUG 26 PM 4:00
TALLAHASSEE, FLORIDA
STATE

F:\USERS\RRQ\AGR\91401_1