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HOWARD STROSS PA

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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: HOWARD C. STROSS, P.A.
070731001671

ACCT#:

CONTACT: ~~HOWARD C. STROSS~~ Phyllis Mathewson
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FAX #:

NAME: RIGSBY, L.C.

AUDIT NUMBER.....H96000012238

DOC TYPE.....LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 4, 1996

HOWARD C STROSS, P.A.

SUBJECT: RIGSBY, L.C.
REF: W96000018444

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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

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Prepared By:
Howard C. Stross, Esq.
Howard C. Stross, P.A.
34650 U.S. Hwy 19, Ste. 307
Palm Harbor, FL 34684
Tel. 813 787-1088
FBN: 0457914

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
RIGSBY, L.C.

EFFECTIVE DATE
9-1-96

The undersigned Member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I
NAME OF COMPANY

The name of the limited liability company is Rigby, L. C. (the "Company").

ARTICLE II
PERIOD OF DURATION

The Company's period of duration shall commence on Sep 1st, 1996, and shall terminate on December 31, 2011.

ARTICLE III
REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows: 1711-A South Tenth Street, Safety Harbor, FL 34695. The name and address of the Company's initial registered agent in the State of Florida is as follows: Paradise Development Group, Inc., a Florida corporation, located at 1711-A South Tenth Street, Safety Harbor, FL 34695.

ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS

Additional persons may be admitted to the Company as Members and membership interests may be created and issued to these persons upon the approval of holders of at least fifty-one percent (51%) of the remaining Members entitled to vote. The Members entitled to vote are as specified within the Company's Operating Agreement and Regulations.

ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The written consent of fifty-one percent (51%) of the Members entitled to vote as specified within the Company's Operating Agreement and Regulations.
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event which terminates the membership of a Member in the Company, unless within ninety (90) days after such event all of the remaining Members agree in writing to continue the business of the Company.

Prepared By: Howard C. Stross, Esq.
34650 U.S. Hwy 19, Ste. 307
Palm Harbor, FL 34684
Tel 813 787-1088
FBN: 0457914

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**ARTICLE VI
MANAGEMENT**

The Company will be managed by one Manager in accordance with the Company's Operating Agreement and Regulations. The name and business address of the sole initial Manager who shall serve until the first annual meeting of Members or until its successor(s) is elected and qualified is:

NAME

ADDRESS

Paradise Development Group, Inc.,
a Florida corporation

1711-A South Tenth St.
Safety Harbor, FL 34695

**ARTICLE VII
PURPOSE**

The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 23rd DAY OF August, 1996.


MICHAEL P. CONNOR, Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of AUGUST, 1996, by MICHAEL P. CONNOR, as a member of RIGSBY, L.C., a Florida limited liability company, on behalf of the company. He is personally known to me (or who has produced _____ as identification).

NOTARY PUBLIC:

Sign



Print

TERESA L. DUNCAN

State of Florida at Large (Seal)

My Commission Expires:

TERESA L. DUNCAN

Notary Public - State of Florida
My comm. expires Mar 21, 1997
Commission No. CC 270198

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RIGSBY, L. C., a Florida limited liability company, 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 Hundred (\$100.00) Dollars.
3. If any, the agreed value of property other than cash contributed by member(s) is: \$-0-.
4. The total amount of cash or property anticipated to be contributed by member(s) is: One Hundred (\$100.00) Dollars. The total from 2 and 3 above is: One Hundred (\$100.00) Dollars.

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.


MICHAEL P. CONNOR, Member

Dated: Aug 23rd, 1996.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of AUGUST, 1996, by MICHAEL P. CONNOR, as a member of RIGSBY, L.C., a Florida limited liability company, on behalf of the company. He is personally known to me (or who has produced _____ as identification).

NOTARY PUBLIC:

Sign

Teresa L. Duncan

Print TERESA L. DUNCAN

State of Florida at Large (Seal)

My Commission Expires:

TERESA L. DUNCAN
Notary Public - State of Florida
My comm. expires Mar 21, 1997
Commission No. CC 270198

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE BELOW NAMED 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:

Rigsby, L.C.

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

Paradise Development Group, Inc.

1711-A South Tenth Street

Safety Harbor, Florida 34695

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TALLAHASSEE, FLORIDA

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.

Paradise Development Group, Inc.
a Florida corporation


By Michael P. Connor
Its President

SEPT 1st, 1996
(Date)