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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
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NAME: REYNOLDS CAPITAL LTD.

AUDIT NUMBER.....H96000012415

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

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95-96

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 6, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: REYNOLDS CAPITAL LTD
REF: N96000018633

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

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: E96000012415
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Organization
of
Reynolds Capital L.C.**

Article I. Name

The name of this Florida limited liability company is:
Reynolds Capital L.C.

EFFECTIVE DATE
9-5-96

Article II. Duration

The Company shall be dissolved on the earlier of 30 years from the date these Articles of Organization are filed with the Florida Department of State or on the occurrence of any of the events set forth in Section 608.441, Florida Statutes, unless the Company is continued by the consent of all remaining members.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Reynolds Capital L.C.
6804 Cypress Cove Circle
Jupiter FL 33458

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Profits and Losses; Additional Members

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. Additional members to the Company may be admitted only if all the members agree to the admission of the additional members and to the terms of admission.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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Article VI. Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt, is dissolved, or on the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued only if all the remaining members consent to the continuation.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Managing Members

The management of the Company is reserved to the members. The name and address of each managing member is:

Robert L. Reynolds 6804 Cypress Cove Circle Jupiter	FL	33458
Sandra B. Reynolds 6804 Cypress Cove Circle Jupiter	FL	33458

Article IX. Membership Certificate

A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article X. Company Existence

The Company's existence shall begin effective as of September 5, 1996
Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

By 

Robert L. Reynolds, Member
by Brian Fons as attorney-in-fact

Date: September 6, 1996

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Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
Reynolds Capital L.C.

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Robert L. Reynolds, Member
by Brian R. Fons as attorney-in-fact

Date: September 6, 1996

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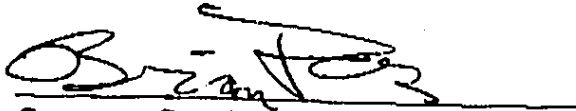
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

**LIMITED LIABILITY COMPANY:
Reynolds Capital L.C.**

**REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Corporate Creations Enterprises, Inc.
Brian Fons, Vice President**

Date: September 6, 1996

**Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
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