

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Red & Reel Moly, L.C.

	C.O. FEE.	DISBURSED
☒ Capital Express SM <u>L.C.</u>		
☐ Art. of Inc. File		
☐ Corp. Record Search		
☐ Ltd. Partnership File		
☒ Foreign Corp. File		
☐ () Cert. Copy(s)		
☐ Art. of Amend. File		
☐ Dissolution/Withdrawal		
☐ O U S		
☐ Fictitious Name File		
☐ Name Reservation		
☐ Annual Report/Maintenance		
☐ Reg. Agent Service		
☐ Document Filing		
☐ Corporate KH		
☐ Vehicle Search		
☐ Driving Record		
☐ Document Retrieval		
☐ UCC 1 or 3 File		
☐ UCC 11 Search		
☐ UCC 11 Retrieval		
☐ File No.'s _____ Copies		
☐ Courier Service		
☐ Shipping/Handling		
☐ Phone () _____		
☐ Top Priority		
☐ Express Mail Prep.		
☐ FAX () _____ pgs.		

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 -10/04/96--01068--019
 ***8337.50... ***8337.50

FILED
 RECEIVED
 OCT 11 1996
 TALLAHASSEE, FL
 P.25
 11:38

SUBTOTALS

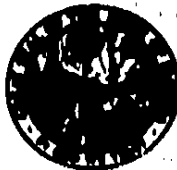
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate applies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 15 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

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____ TIME _____ BY _____
 WALK-IN WIN Pick Up

9/26 1:00
 10/1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 26, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: ROD & REEL MOTEL, L.C.
Ref. Number: W96000020434

We have received your document for ROD & REEL MOTEL, L.C. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 796A00044400

DIVISION OF CORPORATION

96 OCT - 1 AM 8:48

RECEIVED

Connected

**ARTICLES OF ORGANIZATION
OF
ROD & REEL MOTEL, L.C.**

FILED
95 OCT 21 AM 10 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be Rod & Reel Motel, L.C. ("Company"). The principal place of business of the Company in Florida shall be 3400 S. Tamiami Trail, Suite 303, Sarasota, FL 34239.

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than Thirty Years from the date these Articles of Organization are so filed, unless earlier dissolved as provided in these Articles of Organization or the Florida Limited Liability Company Act.

**ARTICLE III
PURPOSES AND POWERS**

The general purpose for which the Company is organized is to acquire, own, develop and manage a motel and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Peter J. Jaensch, Esq., 3400 S. Tamiami Trail, Suite 303, Sarasota, FL 34239.

**ARTICLE V
CAPITAL CONTRIBUTIONS**

The Company shall be managed by the Members, and the Members are:

NAME

Mario Schoenfelder
713 Key Royale Drive
Anna Maria Island
Holmes Beach, FL 34217

Christiane Schoenfelder
713 Key Royale Drive
Anna Maria Island
Holmes Beach, FL 34217

The Chief Manager of the daily operations of the Company is:

Mario Schoenfelder
713 Key Royale Drive
Anna Maria Island
Holmes Beach, FL 34217

**ARTICLE VI
ADMISSION OF NEW MEMBERS
(TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with written consent of a majority in interest of the members of the Company, and upon such terms and conditions as are set forth in the Regulations of the Company, and the transferee may have limited rights to participate in the management and affairs of the Company, at the discretion of the original remaining members.

**ARTICLE VII
TERMINATION OF EXISTENCE
(CONTINUITY OF LIFE)**

The Company shall be dissolved thirty years from the date of filing these Articles of Organization, unless earlier as provided by these Articles and the Regulations of the Company or as provided by the Florida Limited Liability Company Act, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, unless the business of the Company is continued by consent of a majority in interest of the remaining members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at the places set forth below, for the foregoing uses and purposes this 28 day of AUGUST, 1996.

Mario Schoenfelder
Mario Schoenfelder

Christiane Schoenfelder
Christiane Schoenfelder

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of August, 1996 by Mario Schoenfelder, who is personally known to me and who has produced passport as identification and who did take an oath.

NOTARY PUBLIC
Victoria Jaensch Karins
Notary Public, State of Florida
Commission No. CC 561161
My Commission Exp. 06/13/2000
45 - Fla. Notary Service & Bonding Co.

Victoria Jaensch Karins

Print:

Victoria Jaensch Karins

My commission expires:

Peter J. Jaensch, P.A.
3400 S. Tamiami Trail, Suite 301
Sarasota, Florida 34239
(941) 366-9841

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of August, 1996 by Christiane Schoenfelder, who is personally known to me and who has produced _____ as identification and did take an oath.

NOTARY PUBLIC
Victoria Jaensch Karins
Notary Public, State of Florida
Commission No. CC 561161
My Commission Exp. 06/13/2000
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

Victoria Jaensch Karins

Print:

Victoria Jaensch Karins

My commission expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Rod & Reel Motel, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000,000.
3. If any, the agreed value of property other than cash contributed by members is \$ 0. A description of such property is attached.
4. The total amount of cash or property anticipated to be contributed by members is \$1,000,000. This total includes amounts from 2 and 3 above.

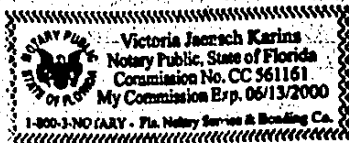
Mario Schoenfelder
Mario Schoenfelder

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of August, 1996 by Mario Schoenfelder, who is personally known to me and who has produced passport as identification and who did take an oath.

Victoria Jaensch Karins
Print: Victoria Jaensch Karins

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 OCT -1 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____

Rod & Reel Motel, ~~INC~~ L.C.

2. The name and street address of the registered agent and office is: Peter J. Jaensch

3400 S. Tamiami Trail, Suite 303

Sarasota, FL 34239

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

