

10/08/96

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003288

FAX #: (305)541-3770

NAME: R & J ENTERPRISES L.L.C.

AUDIT NUMBER.....H96000014164

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

EMPIRE

SUBJECT: R & J ENTERPRISES L.L.C.
REF: W96000021306

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

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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. #: W96000014164
Letter Number: W96A00045981

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**ARTICLES OF ORGANIZATION OF
R. & J. ENTERPRISES, L.L.C.
a Florida Limited Company**

**ARTICLE I
Name**

The name of the limited liability company is R & J Enterprises, L.L.C., a Florida Limited Company.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 98 Noll Street, Waukegan, Illinois 60085.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Sheldon Evans, P.A. .
The address of Company's registered office in Florida is 6175 N.W. 153rd. Street, Suite 215, Miami Lakes, Florida 33014.

**ARTICLE V
Management**

The Company is to be managed by a single manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:
Ralph Johnson, whose address is 98 Noll Street, Waukegan, Illinois 60085.

This Instrument Prepared By:
Sheldon Evans, P.A.
6175 N.W. 153rd. Street, Suite 215
Miami Lakes, Fl 33014
Fla. Bar No. 168132 , Tel: (305) 557-6060

FILED
OCT - 9 1996
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TALLAHASSEE, FLORIDA

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ARTICLE VI
Admission of New Members

The initial member of the Company has the right to admit new members. Additional members may be admitted only on the written consent of the existing member and the existing member shall determine the amount and nature of contributions by new members at the time the new members are admitted.

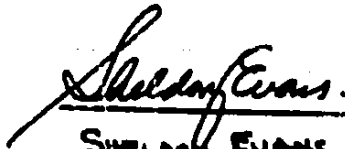
ARTICLE VII

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VIII
Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article VII.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this
8th day of OCTOBER, 1996 at Miami Lakes, Florida, 33014


SHELDON EVANS, ATTORNEY AT LAW
as ATTORNEY IN FACT FOR MEMBER

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


Pursuant to the provisions of Section 608.415 or 608.50, 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 R & J Enterprises, L.L.C., a Florida Limited Company.

(2) The name and address of the registered agent and office is Sheldon Evans, P.A., 6175 N.W. 153rd. Street, Suite 215, Miami Lakes, Florida 33014.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: October 8, 1996.


Sheldon Evans, P.A.

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SUPPLEMENT TO ARTICLES OF ORGANIZATION
OF
R & J ENTERPRISES, L.L.C.
a Florida Limited Liability Company
W-96 0000 21306


STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The undersigned being Attorney in Fact for the initial member, Ralph Johnson, on behalf of R & J Enterprises, L.L.C., a Florida Limited Liability Company, being first duly sworn, deposes and says:

1. This affidavit is furnished pursuant to Florida Stat. Annot. § 608.497(2) on behalf of Ralph Johnson, Member of R & J Enterprises, L.L.C. .

2. The undersigned member or authorized representative of a member of R & J Enterprises, L.L.C., a Florida Limited Liability Company deposes and says:

- a) The above named limited liability company has at least two members, i.e., Ralph Johnson and Lynn Johnson, with addresses at 98 Nell Street, Waukegan, Illinois 60085. A third member is Joyce Johnson with an address at 98 Nell Street, Waukegan, Illinois 60085.
- b) The total amount of cash contributed by the member(s) is \$65,000.00.
- c) If any, the agreed value of property other than cash contributed by member(s) is \$ -0-.
- d) The total amount of cash or property anticipated to be contributed by member(s) is \$65,000.00. This total includes amounts from (a) and (b) above.


Sheldon Evans Attorney in Fact for
Member Ralph Johnson

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TOTAL P.87

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this 9th day of October, 1996, by Sheldon Evans, as Attorney for Ralph Johnson.

Miriam Sanchez
Notary Public

Miriam Sanchez
Print Name

My Commission Expires:

(X) Personally Known OR () Produced Identification
Type of Identification Produced ()

THIS INSTRUMENT PREPARED BY:
Sheldon Evans, P.A., Fla. Bar No. 168132
6175 N.W. 153rd Street, Suite 215, Miami Lakes, FL 33014
Tel . (705) 557-8080



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