

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 \$ _____

FILED
 96 NOV - 1 PM 12:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL NOV - 1 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 11/1
 TIME _____ CK No. _____
 BY _____

WALK-IN
 WIN Pick Up 11:00 ML

RE: Fantasia Enterprises, LLC

	C.O. FEE.	DISBURSED
Capital Express™		
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/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate KK		
Vehicle Search	300001998813-3	
Driving Record	-11/06/95--01081--006	
Document Retrieval	***302.50 ***302.50	
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.		
SUBTOTALS		

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

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

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 96 NOV - 1 PM 12:20
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 TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

FANTASEA ENTERPRISES, LLC

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96 NOV -1 PM 12:20
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

FANTASEA ENTERPRISES, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability

Company is: 646 Highway 98, Destin, Florida 32541

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

David L. Stutz, 608 Salem Road, P.O. Box 736, Rossville, GA 30742

Roger Siever, 608 Salem Road, P.O. Box 736, Rossville, GA 30742

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be:

From the date of the formation of the Limited Liability Company, any person or entity acceptable to the members by the unanimous vote thereof may become a member of the Limited Liability Company either by the issuance of the Limited Liability Company of membership interests for such consideration as the members by their unanimous votes shall determine, or as a transferee of a member's membership interest or any portion thereof, subject to the terms and conditions of the Operating Agreement. No new members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Limited Liability Company. The Limited Liability

Company may, at the option of the members, at the time a member is admitted, close the company books (as though the Limited Liability Company's tax year had ended) or make pro rata allocations of loss, income and expense deductions to a new member for that portion of the Limited Liability Company's tax year in which a member was admitted in accordance with the provisions of 706(d) of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE VI - Members' Right to Continue Business

The right, if given, of the remaining members of the Limited Liability Company 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 Limited Liability Company is:

Notwithstanding the provisions of Florida Statutes, the limited liability company shall not be dissolved and shall not be required to be wound up by reason of any event that terminates the continued membership of a member if there are at least two (2) remaining members and the existence and business of the limited liability company are continued by the consent of a majority in interest of the remaining members within ninety (90) days after a dissolution event specified in the Statutes.

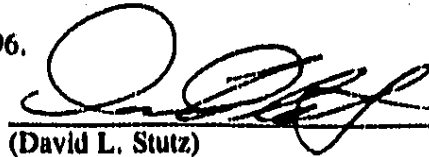
ARTICLE VII - Preemptive Rights

The Limited Liability Company shall not have preemptive rights for any member or party to a contribution agreement or contribution allowance agreement.

ARTICLE VIII - General

The Limited Liability Company shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to limited liability companies generally by the laws of the land and which are held applicable to limited liability companies organized under the Florida Statute.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization this 30 day of October, 1996.


(David L. Stutz)

MEMBER

STATE OF GEORGIA)
:
COUNTY OF WALKER)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and
County set forth above, personally appeared David L. Stutz, known to me and known to me to
be the person who executed the foregoing Articles of Organization, and he acknowledged
before me that he executed those Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 30th day of October, 1996.


Notary Public

My Commission Expires: 11/2/99

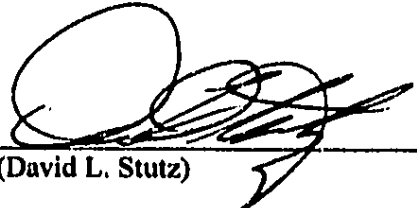
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

DAVID L. STUTZ, the undersigned member of Fantaseu Enterprises, LLC, deposes and

says:


1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is: \$ 2,000.00
3. The amount of cash or property anticipated to be contributed by members is: \$ 998.00.000
4. The total amount of 2, and 3 is: \$1,000,000.00

This 30th day of October, 1996.


(David L. Stutz)

MEMBER

Sworn to and subscribed before me
this 30th day of October, 1996.


Notary Public

My Commission Expires: 11/2/99

(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.)

FILED

96 NOV -1 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the limited liability company is:

FANTASEA ENTERPRISES, LLC

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

Steven A. Rajtar
1850 Lee Road, Suite 115
Winter Park, Florida 32789

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.

Steven A. Rajtar
(Steven A. Rajtar)

October 30, 1996