

L96000001205

Milton & Birmingham

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SALT LAKE CITY, UTAH 84102
(801)595-1200
FAX: (801)595-1250

DALLAS TEXAS OFFICE
13355 MURL ROAD, SUITE 300
DALLAS, TEXAS 75240
(214)702-7033
FAX: (801)595-1250

ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP OF PROFESSIONAL CORPORATION

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L. DAVID BURNINGHAM*
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THOMAS D. WHELAN*
OF COUNSEL
M. ORBOO FAGNER*

*ADMITTED TO PRACTICE IN UTAH
*ADMITTED TO PRACTICE IN CALIFORNIA AND UTAH
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(ADMITTED IN TEXAS, CALIFORNIA AND UTAH)

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SAN FRANCISCO, CALIFORNIA 94104
(415)391-4799
FAX: (801)595-1250

July 20, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: THUNDERBOLT EXPRESS, L.L.C.

400001791514
-04/23/96--01173--003
****337.50 ****337.50

To Whom It May Concern:

Enclosed for filing in your office is the original signed and completed copy of the Articles of Organization for the Thunderbolt Express, L.L.C., a Florida Limited Liability Company.

Also enclosed is a check for \$337.50 for the filing fee. (\$250.00 for filing the Articles of Organization and Affidavit of Membership and Contributions, \$35.00 for Certificate of Designation of Registered Agent/Registered Office, and \$52.50 for Certified Copy).

Thank you for your assistance.

Very truly yours,

J. Randall Richards

J. Randall Richards
Attorney at Law

JRR/sks

Enclosures

FILED
96 NOV 18 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 29 1996

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W96-9196



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1998

MILTON & BURNINGHAM
4590 MACARTHUR BLVD.
SUITE 500
NEWPORT BEACH, CA 92660

SUBJECT: THUNDERBOLT TRANSPORT, L.L.C.
Ref. Number: W96000009198

We have received your document for THUNDERBOLT TRANSPORT, L.L.C. and check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must be identical throughout the document.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00020604



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1996

J RANDALL RICHARDS, ESQUIRE
34 S 600 EAST
SALT LAKE CITY, UT 84102

SUBJECT: THUNDERBOLT TRANSPORT, L.L.C.
Ref. Number: W96000023039

We have received your document for THUNDERBOLT TRANSPORT, L.L.C.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$337.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 396A00049930

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SALT LAKE CITY, UTAH 84103
(801)593-1200
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Milton & Burningham

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*ADMITTED IN CALIFORNIA AND UTAH
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ONE SANDBORN STREET
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(415)751-4759
FAX: (801)593-1250

October 14, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: THUNDERBOLT TRANSPORT, L.L.C.

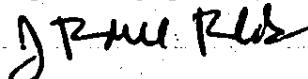
To Whom It May Concern:

Enclosed for filing in your office is the original signed and completed copy of the Articles of Organization for the Thunderbolt Transport, L.L.C., a Florida Limited Liability Company.

You have already received a check for \$337.50 for the filing fee (Letter Number: 596A00020605) (\$285.00 for filing the Articles of Organization, the Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office, and \$52.50 for a certified copy).

When the filing has been completed, please return the certified copy to our office in Salt Lake City. Thank you for your assistance.

Very truly yours,



J. Randall Richards
Attorney at Law

JRR/sks

Enclosures

#337.50
W96-23039
689,671
REGISTER OCT 23 1996

SALT LAKE CITY OFFICE
34 SOUTH MAIN EAST
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*ADMITTED IN UTAH
*ADMITTED IN CALIFORNIA AND UTAH
*ADMITTED IN ARIZONA AND UTAH
*ADMITTED IN TEXAS, CALIFORNIA AND UTAH
*ADMITTED IN UTAH AND TEXAS

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SAN FRANCISCO, CALIFORNIA 94104
(415)951-4759
FAX: (801)595-1250

November 11, 1996

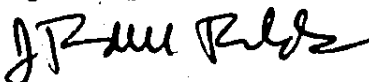
Beth Register
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Thunderbolt Transport, L.L.C.

Ref. Number: W96000023039

In response to your letter of 30 October, we again advise you that you have already received a check for \$337.50 for the filing fee. I refer to your letter number 596A00020604, a copy of which is enclosed. When this filing has been completed, please return the certified copy to our office in Salt Lake City. Thank you for your assistance.

Very truly yours,



J. Randall Richards
Attorney at Law

JRR/sks

Enclosures

FILED
96 NOV 18 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF

THUNDERBOLT TRANSPORT, L.L.C.

A Florida Limited Liability Company

The Undersigned, for the purpose of forming a limited liability company under the provisions of The Florida Limited Liability Company Act, hereby adopt the following Articles of Organization and execute the Articles as required by the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the Limited Liability Company is Thunderbolt Transport, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 620 Howard Place, St. Augustine, Florida 32086.

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be 30 years from the date of filing these Articles of Organization.

ARTICLE IV

Management

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of the manager or managers are:

<u>Name</u>	<u>Street Address</u>
James D. Hayes, Jr.	620 Howard Place St. Augustine, FL 32086

ARTICLE V

Admission of Additional Members

A person may be admitted as an additional member by the specific written consent of all other members. The person admitted as a member shall certify, covenant and agree in writing to be bound by all of the terms and conditions of the Operating Agreement.

ARTICLE VI

Members Rights to Continue Business

The Limited Liability Company is dissolved and its affairs are to be wound up upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued eligibility for membership of a Member in the Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of all remaining members within ninety (90) days after the event of termination.

This document is hereby executed under penalties of perjury,
and is, to the best of our knowledge, true and correct.

James D. Hayes Jr.
JAMES D. HAYES, JR., Member

Barbara L. Hayes
BARBARA L. HAYES, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
Thunderbolt Transport, L.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 member(s) is \$ 8,500.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____ . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 8,500.00 . This total includes amounts from 2 and 3 above.

James D. Hayes Jr.
Signature of a member or authorized representative of a member.
(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.)

FILING FEE: \$ 250 for Articles of Organization and Affidavit

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

FILED
96 NOV 18 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____
Thunderbolt Transport, L.L.C.

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

James D. Hayes, Jr.
(Name)

620 Howard Place
(P.O. Box not acceptable)

St. Augustine, Florida 32086
(City/State/Zip)

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.

James D. Hayes, Jr.
(Signature)

July 15, 1996
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent