

L97000000045
ELISE K. WINTERS, P.A.
Attorney at Law

600 Cleveland Street
Suite 940
Clearwater, FL 34615

(813) 442-3888

Fax: 443-0129

December 20, 1996

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Concepts Designs L.C.

Dear Sir or Madam

Enclosed are the original and one copy of Articles of Organization, Designation of Registered Agent, and Affidavit of Membership and Contributions for Concept Designs L.C.

Also enclosed is a check in the amount of \$337.50 to cover the following:

Filing Fee	250.00
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	\$337.50

900002036399--1
12/24/96-01037-008
***337.50 ***337.50

Please arrange for filing and see that a certified copy is made and returned to this office.

Thank you for your assistance in this matter.

Sincerely,


Elise K. Winters

EKW:srs
Enclosure
cc: Stephanie Key Espinoza

DEC 27 1996 BSB
W96-27102

FILED
97 JAN -9 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

ELISE K. WINTERS, P.A.
600 CLEVELAND STREET
SUITE 940
CLEARWATER, FL 34615

SUBJECT: DESIGN + L.C.
Ref. Number: W96000027102

We have received your document for DESIGN + 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 896A00057533



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

ELISE K. WINTERS, P.A.
600 CLEVELAND STREET
SUITE 940
CLEARWATER, FL 34615

SUBJECT: CONCEPT DESIGNS L.C.
Ref. Number: W96000027102

We have received your document for **CONCEPT DESIGNS 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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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: 896A00057533

ELISE K. WINTERS, P.A.
Attorney at Law

600 Cleveland Street
Suite 940
Clearwater, FL 34615

(813) 442-3888

Fax: 443-0129

December 30, 1996

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Design + L.C.

Attn.: Brenda Baker

Dear Ms. Baker:

Enclosed are the original and one copy of Articles of Organization, Designation of Registered Agent, and Affidavit of Membership and Contributions for Concept Designs L.C.

Also enclosed is a copy of your letter dated December 27, 1996. We previously forwarded to you our check in the amount of \$337.50 to cover the following:

Filing Fee	250.00
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	\$337.50

Please arrange for filing and see that a certified copy is made and returned to this office.

Thank you for your assistance in this matter.

Sincerely,


Elise K. Winters

EKW:srs
Enclosure
cc: Stephanie Key Espinoza

ELISE K. WINTERS, P.A.
Attorney at Law

600 Cleveland Street
Suite 940
Clearwater, FL 34615

(813) 442-3888

Fax: 443-0129

January 8, 1997

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Attention: Ms. Brenda Baker

Re: Innovations L.C.

Dear Ms. Baker:

Per our telephone conversation, enclosed are the original and one copy of Articles of Organization, Designation of Registered Agent, and Affidavit of Membership and Contributions for Innovations L.C.

Also enclosed is a copy of your letter of January 2, 1997. We previously forwarded to you our check in the amount of \$337.50 to cover the following:

Filing Fee	250.00
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	\$337.50

Please arrange for filing and see that a certified copy is made and returned to this office.

Thank you for your assistance in this matter.

Sincerely,


Elise K. Winters

EKW:srs
Enclosure
cc: Stephanie Key Espinoza

**ARTICLES OF ORGANIZATION
OF INNOVATIONS L.C.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Innovations L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2025.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is 600 Cleveland Street, Suite 970, Clearwater, FL 34615. The name and address of the Company's initial registered agent are Elise K. Winters, 600 Cleveland Street, Suite 970, Clearwater, FL 34615.

**ARTICLE IV
ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of all of the remaining members entitled to vote.

**ARTICLE V
DISSOLUTION**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;

(c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company;

unless within ninety (90) days after such event a majority in interest of all the remaining members agree in writing to continue the business of the Company.

ARTICLE VI MANAGEMENT

The Company will be managed by a member of the Company in accordance with the Company's regulations. The name and address of the Company's managing member who shall serve until the first annual meeting of members or until his successor is elected and qualified is: Dennis E. Dean, 600 Cleveland Street, Suite 970, Clearwater, FL 34615.

ARTICLE VII PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

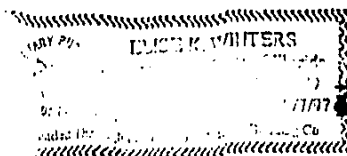
In Witness whereof, the following members have executed these Articles of Organization this 4 day of January, 1997.

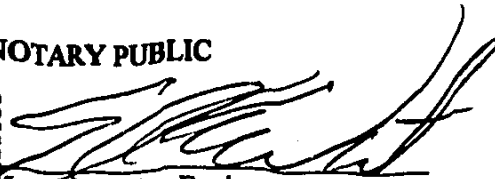
 
DENNIS E. DEAN

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4 day of January, 1997, by DENNIS E. DEAN. He is personally known to me and he did take an oath.

NOTARY PUBLIC

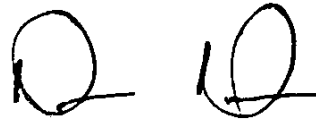



My Commission Expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Innovations L.C. (the Company) deposes and says:

- 1) The Company has at least two members
- 2) The total amount of cash contributed by the members is \$1,500.00.
- 3) The agreed value of property other than cash contributed by members is \$0.
- 4) The total amount of cash or property anticipated to be contributed by members is \$1,500.00. This total includes amounts from 2 and 3 above.



DENNIS E. DEAN

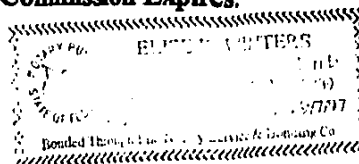
**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 2nd day of January, 1997, by DENNIS E. DEAN. He is personally known to me and he did take an oath.

NOTARY PUBLIC



My Commission Expires:



DESIGNATION OF

REGISTERED AGENT AND REGISTERED OFFICE

FILED

97 JAN -9 PM 1:52

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 608.415 Florida Statutes, Innovations L.C. has named Elise K. Winters located at 600 Cleveland Street, Suite 940, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated limited liability company at place designated in this certificate, I hereby accept to the appointment as registered agent and agree to act in this capacity. I 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.

1/8/97
Date


ELISE K. WINTERS