

191000000086

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 \$ _____

RECEIVED
97 JAN 22 AM 8:19
DIVISION OF CORPORATION

.....
REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN Will Pick Up 12:00
122 12:00

RE: Shareholders
LC

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) photo		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

97 JAN 22 PM 2:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF ORGANIZATION
OF
A LIMITED LIABILITY COMPANY
KNOWN AS

CTS SHAREHOLDERS, L.C.

ARTICLE I - NAME

The name of this Company is CTS SHAREHOLDERS, L.C., a Florida limited liability company.

ARTICLE II - DURATION

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members, but shall not have a perpetual existence.

ARTICLE III - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - PLACE OF BUSINESS

The street address of the place of business of this Company is 8730 4th Street North, St. Petersburg, Florida 33702.

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this company is 21 Southeast First Avenue, Suite 800, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is RICHARD M. BRENNER, ESQ.

ARTICLE VI - CONTRIBUTIONS

The total amount of cash and other property being contributed by

the members of this Company are as follows:

<u>NAME OF MEMBER</u>	<u>CONTRIBUTION</u>
David J. & Delores D. Finkell 7209 O'Daniel Loop East Lakeland, Florida 33809	See Exhibit "A" attached hereto.
Gilbert S. & Isabel M. Fortune 652 Nina Drive St. Petersburg, FL 33715	See Exhibit "A" attached hereto.
Jimmy C. & Dorine A. McKinnon 6249 60th Avenue North St. Petersburg, FL 33709	See Exhibit "A" attached hereto.
Edward & Carole Mooers 7782 Creekside Drive Pleasanton, CA 94588	See Exhibit "A" attached hereto.
Gary Bodnar 1300 1st Avenue North St. Petersburg, FL 33705	See Exhibit "A" attached hereto.
Brett Kopelman 927 Central Avenue St. Petersburg, FL 33705	See Exhibit "A" attached hereto.
Dr. Gilbert Machacek 6497 Debbie Lane St. Petersburg, FL 33707	See Exhibit "A" attached hereto.
Clara Martinez-McDaniel 4045 Sheridan Avenue, Suite 345 Miami Beach, FL 33140	See Exhibit "A" attached hereto.
L. Naomi McCord 2216 66th Avenue North St. Petersburg, FL 33702	See Exhibit "A" attached hereto.
Dr. Kerry M. McCord Chiropractic Center 8730 Fourth Street North St. Petersburg, FL 33702	See Exhibit "A" attached hereto.
Sharon M. McCord 8730 Fourth Street North St. Petersburg, FL 33702	See Exhibit "A" attached hereto.
Lacie McCord 8730 Fourth Street North St. Petersburg, FL 33702	See Exhibit "A" attached hereto.

Naysan McCord
8730 Fourth Street North
St. Petersburg, FL 33702

See Exhibit "A" attached hereto.

Kathleen M. Shelley
11126 Longhill Drive
Pinellas Park, FL 34666

See Exhibit "A" attached hereto.

Ronald Sherwood
273 Central Avenue
St. Petersburg, FL 33701

See Exhibit "A" attached hereto.

Cindy Sherwood
P.O. Box 58276
St. Petersburg, FL 33715

See Exhibit "A" attached hereto.

Three Rivers Interest Group
16402 East Course Drive
Tampa, Florida 33624-6701

See Exhibit "A" attached hereto.

No other additional contributions have been agreed to be made or required at this time.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The admission of additional members is restricted. Refer to the Operating Agreement for the requirements for the admission of additional members.

ARTICLE VIII - CONTINUATION OF COMPANY

The continuation of the Company is controlled by the provisions of the Operating Agreement. Refer to the Operating Agreement for the provisions regarding continuation of the Company.

ARTICLE IX - MANAGEMENT

This Company shall be managed by KERRY M. McCORD who is hereby irrevocably appointed as Manager of the Company and shall have all right and authority to act for and on behalf of the Company and all of its Members. The Manager shall continue to operate the Company in accordance with the provisions of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned have executed these Articles

of Organization on this _____ day of _____, 1996.

David J. Finkell
DAVID J. FINKELL

Delores D. Finkell
DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: KERRY M. McCORD, Father and
Natural Guardian

By: KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

BY: GUIDO WERNICKE, President

STATE OF FLORIDA

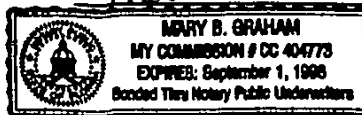
COUNTY OF Polk

) ss.
)

The foregoing instrument was acknowledged before me this 12th day of Nov, 1996 by DAVID J. FINKELL, who is personally known to me or produced FDL# F524-170-49-268 as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 12th day of Nov, 1996.

Mary B. Graham
NOTARY PUBLIC, State of Florida
at Large



STATE OF FLORIDA

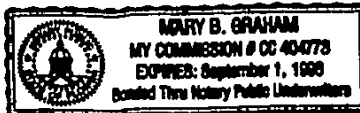
COUNTY OF Polk

) ss.
)

The foregoing instrument was acknowledged before me this 12th day of Nov, 1996 by DELORES D. FINKELL, who is personally known to me or produced FDL# F524-164-55-917 as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 12th day of Nov, 1996.

Mary B. Graham
NOTARY PUBLIC, State of Florida
at Large



IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

Gilbert S. Fortune
GILBERT S. FORTUNE

DELORES D. FINKELL

Isabel M. Fortune
ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-MCDANIEL

L. NAOMI MCCORD

DR. KERRY M. MCCORD

SHARON MCCORD

LACIE MCCORD

NAYSAN MCCORD

By: _____
KERRY M. MCCORD, Father and
Natural Guardian

By: _____
KERRY M. MCCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 10 day of Oct, 1996 by GILBERT S. FORTUNE, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 10 day of Oct, 1996.

Michele Mansbach
NOTARY PUBLIC, State of Florida
at Large



NICHELE MANSBACH
MY COMMISSION # CC376342 EXPIRES
JUNE 23, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 10 day of Oct, 1996 by ISABEL M. FORTUNE, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 10 day of Oct, 1996.

Michele Mansbach
NOTARY PUBLIC, State of Florida
at Large



NICHELE MANSBACH
MY COMMISSION # CC376342 EXPIRES
JUNE 23, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

Jimmy C. McKinnon

JIMMY C. MCKINNON

Dorine A. McKinnon

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: _____
KERRY M. McCORD, Father and
Natural Guardian

By: _____
KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

STATE OF FLORIDA)
COUNTY OF P.ella) ss.

The foregoing instrument was acknowledged before me this 11 day of OCT, 1996 by JIMMY C. McKINNON, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 11 day of Oct, 1996.

Bonita E. Monbarren
NOTARY PUBLIC, State of Florida
at Large



BONITA E. MONBARREN
My Comm Exp. 10/02/98
Bonded By Service Ins
No. CC410925
☐ Personally Known ☐ Other I.D.

STATE OF FLORIDA)
COUNTY OF P.ella) ss.

The foregoing instrument was acknowledged before me this 11 day of October, 1996 by DORINE A. McKINNON, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 11 day of Oct, 1996.

Bonita E. Monbarren
NOTARY PUBLIC, State of Florida
at Large



BONITA E. MONBARREN
My Comm Exp. 10/02/98
Bonded By Service Ins.
No. CC410925
☐ Personally Known ☐ Other I.D.

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. McKINNON

DORINE A. McKINNON

Edward Mooers

EDWARD MOOERS

Carole Mooers

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: _____
KERRY M. McCORD, Father and
Natural Guardian

By: _____
KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of CALIFORNIA

County of ALAMEDA

On 10/12/96 before me, MARCELL SAMUELS Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared EDUARD AND CAROLE MOORE
Name(s) of Signer(s)

☐ personally known to me - **OR** - ☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that ~~he/she~~ they executed the same in ~~his/her~~ their authorized capacity(ies), and that by ~~his/her~~ their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Marcell Samuels
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
- ☐ Corporate Officer
 Title(s): _____
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney-in-Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
 OF SIGNER
 Top of thumb here

Signer's Name: _____

- ☐ Individual
- ☐ Corporate Officer
 Title(s): _____
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney-in-Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
 OF SIGNER
 Top of thumb here

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this 10 day of Oct, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. McKINNON

DORINE A. McKINNON

EDWARD MOOERS

CAROLE MOOERS

Gary M Bodnar
GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: KERRY M. McCORD, Father and
Natural Guardian

By: KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

BY: GUIDO WERNICKE, President


STATE OF FLORIDA

COUNTY OF Pinellas

)
) ss.
)

The foregoing ^{articles} instrument was acknowledged before me this 30th day of October, 1996 by GARY BODNAR, who is personally known to me ~~or~~ produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 30th day of October, 1996.


NOTARY PUBLIC, State of Florida
at Large



Robert Kapusta, Jr.
MY COMMISSION # CC503000 EXPIRES
November 23, 1999
BONDED THRU TROY FARM INSURANCE, INC.

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this 17th day of October, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

Brett Kopelman
BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: _____
KERRY M. McCORD, Father and
Natural Guardian

By: _____
KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

STATE OF FLORIDA

COUNTY OF Pineellas

) ss.
)

The foregoing instrument was acknowledged before me this 17th day of October, 1996 by BRETT KOPELMAN, who is personally known to me or produced Fl. Driver's License as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 17th day of October, 1996.


NOTARY PUBLIC, State of Florida
at Large



KEVIN KAY
COMMISSION # CC367328
EXPIRES APR 25, 1998
Bonded Through
ALAN INSURANCE SERVICES

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

Dr. M. G. Machacek

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: _____
KERRY M. McCORD, Father and
Natural Guardian

By: _____
KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

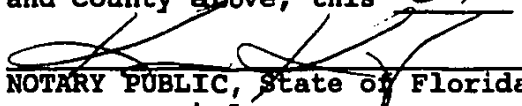
THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 21st day of October, 1996 by GILBERT MACHACEK, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 21st day of October, 1996.


NOTARY PUBLIC, State of Florida
at Large



KEVIN KAY
COMMISSION # 00207828
EXPIRES APR 25, 1998
Bonded Through
ALAN INSURANCE SERVICES

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: _____
KERRY M. McCORD, Father and
Natural Guardian

By: _____
KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

STATE OF FLORIDA

)
) ss.
)

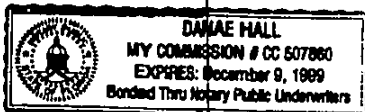
COUNTY OF Osceola

The foregoing instrument was acknowledged before me this 26 day of November, 1996 by CLARA MARTINEZ-McDANIEL, who is personally known to me or produced Clara Martinez-McDaniel as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 26 day of November, 1996.

Danae Hall
NOTARY PUBLIC, State of Florida
at Large

x [Signature]



IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. Naomi McCord
L. NAOMI McCORD

Kerry M. McCord
DR. KERRY M. McCORD

Sharon M. McCord
SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: *Kerry M. McCord*
KERRY M. McCORD, Father and
Natural Guardian

By: *Kerry M. McCord*
KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

BY: GUIDO WERNICKE, President

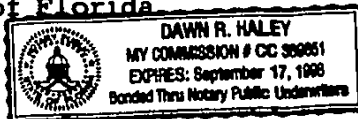
STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 21st day of November, 1996 by L. NAOMI McCORD, who is personally known to me or produced personally known as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 21 day of November, 1996.

Dawn R. Haley
NOTARY PUBLIC, State of Florida
at Large

Expires 9/17/98

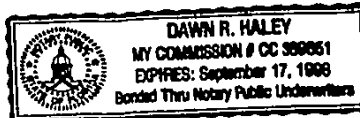


STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 21st day of November, 1996 by KERRY M. McCORD, who is personally known to me or produced personally known as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 21st day of November, 1996.

Dawn R. Haley
NOTARY PUBLIC, State of Florida
at Large



STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 21st day of November, 1996 by SHARON M. McCORD, who is personally known to me or produced personally known as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 21st day of November, 1996.

Dawn R. Haley
NOTARY PUBLIC, State of Florida
at Large



STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 21st day of November, 1996 by KERRY M. McCORD as Father and Natural Guardian of LACIE McCORD, who is personally known to me or produced personally known as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 21st day of November, 1996.

Dawn R. Haley
NOTARY PUBLIC, State of Florida
at Large

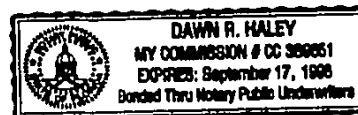


STATE OF FLORIDA)
COUNTY OF Pinellas) ss.

The foregoing instrument was acknowledged before me this 21st day of November, 1996 by KERRY M. McCORD as Father and Natural Guardian of NAYSAN McCORD, who is personally known to me or produced personally known as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 21st day of November, 1996.

Dawn R. Haley
NOTARY PUBLIC, State of Florida
at Large



IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. McKINNON

DORINE A. McKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: _____
KERRY M. McCORD, Father and
Natural Guardian

By: _____
KERRY M. McCORD, Father and
Natural Guardian

Kathleen M. Shelley
KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

STATE OF FLORIDA

COUNTY OF Duval

) ss.

The foregoing ^{Articles} instrument was acknowledged before me this 30th day of October, 1996 by KATHLEEN M. SHELLY, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 30th day of October, 1996.


NOTARY PUBLIC, State of Florida
at Large



Robert Kapusta, Jr.
MY COMMISSION # 00603000 EXPIRES
November 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this _____ day of _____, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: _____
KERRY M. McCORD, Father and
Natural Guardian

By: _____
KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

By: _____
GUIDO WERNICKE, President

STATE OF FLORIDA

COUNTY OF Pinellas

) ss.

The foregoing ^{Articles} instrument was acknowledged before me this 30th day of October, 1996 by RONALD SHERWOOD, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 30th day of October, 1996.


NOTARY PUBLIC, State of Florida
at Large



Robert Kapusta, Jr.
MY COMMISSION # CC503000 EXPIRES
November 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this 10th day of October, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. McKINNON

DORINE A. McKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: KERRY M. McCORD, Father and
Natural Guardian

By: KERRY M. McCORD, Father and
Natural Guardian

RONALD SHERWOOD

KATHLEEN M. SHELLEY

Cindy Sherwood
CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

BY: GUIDO WERNICKE, President

STATE OF FLORIDA

COUNTY OF PINELLAS

) ss.
)

The foregoing instrument was acknowledged before me this 10th day of OCTOBER, 1996 by CINDY SHERWOOD, who is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 10th day of OCTOBER, 1996.

Marsha K. Cargo
NOTARY PUBLIC, State of Florida
at Large

MARSHA K. CARGO
Notary Public, State of Florida
My Commission Expires, Nov. 4, 1996
My Commission No. CC 240435

IN WITNESS WHEREOF, the undersigned have executed these Articles
of Organization on this 12th day of October, 1996.

DAVID J. FINKELL

DELORES D. FINKELL

GILBERT S. FORTUNE

ISABEL M. FORTUNE

JIMMY C. MCKINNON

DORINE A. MCKINNON

EDWARD MOOERS

CAROLE MOOERS

GARY BODNAR

BRETT KOPELMAN

DR. GILBERT MACHACEK

CLARA MARTINEZ-McDANIEL

L. NAOMI McCORD

DR. KERRY M. McCORD

SHARON McCORD

LACIE McCORD

NAYSAN McCORD

By: KERRY M. McCORD, Father and
Natural Guardian

By: KERRY M. McCORD, Father and
Natural Guardian

KATHLEEN M. SHELLEY

RONALD SHERWOOD

CINDY SHERWOOD

THREE RIVERS INTEREST GROUP

BY: *Guido Wernicke*

GUIDO WERNICKE, President

Guido Wernicke, Pres.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) ss.

The foregoing instrument was acknowledged before me this 12TH day of OCTOBER, 1996 by GUIDO WERNICKE, President of THREE RIVERS INTEREST GROUP, a Florida corporation, who is personally known to me or produced FL. DRIV. LIC. as identification.

IN WITNESS WHEREOF, We have set our hands and seals in the State and County above, this 12TH day of OCTOBER, 1996.

Bradley J. Kaiser
NOTARY PUBLIC, State of Florida
at Large

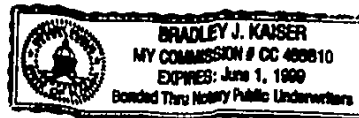


EXHIBIT A - CONTRIBUTIONS

The following are the contributions by each of the members of the CTS SHAREHOLDERS, L.C.:

1. Cash or real property in the amount of \$563,856.00 contributed as follows:

David J. & Delores Finkell	\$ 54,000.00
Gilbert S. Isabel M. Fortune	\$ 52,500.00
Jimmy C. & Dorino A. McKinnon	\$ 6,000.00
Edward & Carole Mooers	\$ 18,000.00
Gary Bodnar	\$ 18,000.00
Brett Kopelman	\$ 12,300.00
Gilbert A. Machacek	\$ 61,750.00
Clara Martinez-McDaniel	\$ 9,000.00
L. Naomi McCord	\$ 12,000.00
Kerry M. McCord	\$105,000.00
Sharon M. McCord	\$105,000.00
Lacie McCord	\$ 31,153.00
Naysan McCord	\$ 31,153.00
Kathleen M. Shelley	\$ 6,000.00
Ronald Sherwood	\$ 12,000.00
Cindy Sherwood	\$ 12,000.00
Three Rivers Interest Group	\$ 18,000.00

The ownership interest in the CTS SHAREHOLDERS, L.C. is as follows:

David J. & Delores D. Finkell	9.58 %
Gilbert S. & Isabel M. Fortune	9.31 %
Jimmy C. & Dorino A. McKinnon	1.07 %
Edward & Carole Mooers	3.19 %
Gary Bodnar	3.19 %
Brett Kopelman	2.18 %
Gilbert A. Machacek	10.95 %
Clara Martinez-McDaniel	1.57 %
L. Naomi McCord	2.13 %
Kerry M. McCord	18.625%
Sharon M. McCord	18.625%
Lacie McCord	5.53 %
Naysan McCord	5.53 %
Kathleen M. Shelley	1.07 %
Ronald Sherwood	2.13 %
Cindy Sherwood	2.13 %
Three Rivers Interest Group	3.19 %

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
CTS SHAREHOLDERS, 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 \$ 563,856.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0.00. 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
\$ 563,856.00. This total includes amounts from 2 and 3 above.

K M C
Signature of a member or authorized representative of a member.
(In accordance with section 600.400(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
KERRY M. McCORD, Manager

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

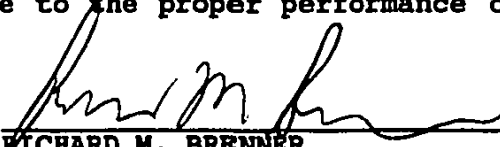
In compliance with Sections 48.091 and 608.415, Florida Statutes,
the following is submitted:

THAT CTS SHAREHOLDERS, L.C., a Florida limited liability company,
desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at 8730 4th Street North, St.
Petersburg, Florida 33702, has named RICHARD M. BRENNER at 21 Southeast
First Avenue, Suite 800, Miami, Florida 33131, as its agent to accept
service of process within Florida.

Dated: December 31, 1996.


KERRY McCORD, Manager

Having been named to accept service of process for the above named
company, at the place designated in this Certificate, I hereby accept
to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper performance of my
duties.


RICHARD M. BRENNER
Registered Agent

FILED
97 JAN 22 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA