

291000000086

**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

RE: Share holders  
L.C.

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

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s) <u>photo</u>		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ 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.		
<b>SUBTOTALS</b>		

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

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	***285.00 ***285.00
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

.....  
 REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN Will Pick Up 12:00 \_\_\_\_\_

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 )  
 ) ss. ..  
COUNTY OF Polk )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> 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 12<sup>th</sup> day of Nov, 1996.

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



STATE OF FLORIDA )  
 ) ss.  
COUNTY OF Polk )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> 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 12<sup>th</sup> 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



MICHELE MANSBACH  
MY COMMISSION # CC376342 EXPIRES  
JUNE 23, 1998  
BONDED THRU TROY FAH 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



MICHELE MANSBACH  
MY COMMISSION # CC376342 EXPIRES  
JUNE 23, 1998  
BONDED THRU TROY FAH 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 Pinellas ) 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

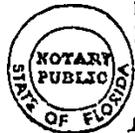
Personally Known  Other I.D.

STATE OF FLORIDA )  
COUNTY OF Pinellas ) 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

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BRETT KOPELMAN

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DR. GILBERT MACHACEK

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CLARA MARTINEZ-McDANIEL

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L. NAOMI McCORD

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DR. KERRY M. McCORD

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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 EDWARD AND CAROLE MOEDERS  
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: \_\_\_\_\_

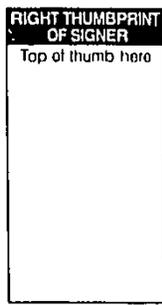
Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

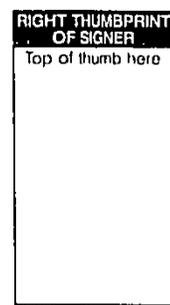
- Individual
- Corporate Officer  
Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

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



Signer Is Representing: \_\_\_\_\_

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

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DORINE A. MCKINNON

\_\_\_\_\_  
EDWARD MOOERS

\_\_\_\_\_  
CAROLE MOOERS

Gary M Bodnar  
\_\_\_\_\_  
GARY BODNAR

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BRETT KOPELMAN

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DR. GILBERT MACHACEK

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CLARA MARTINEZ-McDANIEL

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L. NAOMI McCORD

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DR. KERRY M. McCORD

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SHARON McCORD

\_\_\_\_\_  
LACIE McCORD

\_\_\_\_\_  
NAYSAN McCORD

By: \_\_\_\_\_  
KERRY M. McCORD, Father and  
Natural Guardian

By: \_\_\_\_\_  
KERRY M. McCORD, Father and  
Natural Guardian

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KATHLEEN M. SHELLEY

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RONALD SHERWOOD

\_\_\_\_\_  
CINDY SHERWOOD

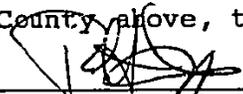
\_\_\_\_\_  
THREE RIVERS INTEREST GROUP

By: \_\_\_\_\_  
GUIDO WERNICKE, President

STATE OF FLORIDA )  
COUNTY OF Pinellas ) ss. ..

The foregoing <sup>Articles</sup> 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 FAIR INSURANCE, INC.

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

\_\_\_\_\_  
DAVID J. FINKELL

\_\_\_\_\_  
DELORES D. FINKELL

\_\_\_\_\_  
GILBERT S. FORTUNE

\_\_\_\_\_  
ISABEL M. FORTUNE

\_\_\_\_\_  
JIMMY C. McKINNON

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DORINE A. McKINNON

\_\_\_\_\_  
EDWARD MOOERS

\_\_\_\_\_  
CAROLE MOOERS

\_\_\_\_\_  
GARY BODNAR

\_\_\_\_\_  
  
BRETT KOPELMAN

\_\_\_\_\_  
DR. GILBERT MACHACEK

\_\_\_\_\_  
CLARA MARTINEZ-McDANIEL

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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

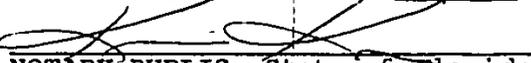
STATE OF FLORIDA

COUNTY OF Pinellas

)  
) ss.  
)

The foregoing instrument was acknowledged before me this 17<sup>th</sup> 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 17<sup>th</sup> day of October, 1996.



NOTARY PUBLIC, State of Florida  
at Large



KEVIN KAY  
COMMISSION # CC 367328  
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 21<sup>st</sup> 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 21<sup>st</sup> day of October, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

 KEVIN KAY  
COMMISSION # 00 307228  
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

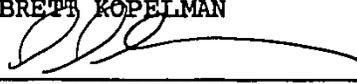
\_\_\_\_\_  
JIMMY C. MCKINNON

\_\_\_\_\_  
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.  
)

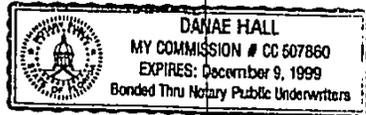
COUNTY OF Ossola

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

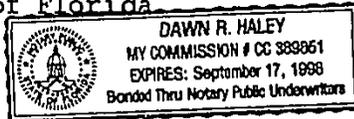
STATE OF FLORIDA )  
 ) ss. . .  
COUNTY OF Pinellas )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> 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

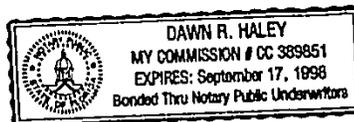


STATE OF FLORIDA )  
 ) ss.  
COUNTY OF Pinellas )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> 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 21<sup>st</sup> day of November, 1996.

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

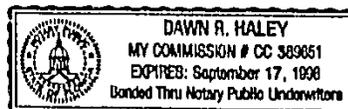


STATE OF FLORIDA )  
 ) ss.  
COUNTY OF Pinellas )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> 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 21<sup>st</sup> day of November, 1996.

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

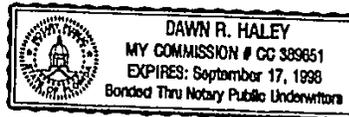


STATE OF FLORIDA )  
COUNTY OF Pinellas ) ss.

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

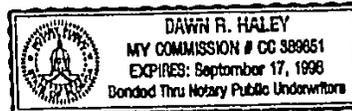


STATE OF FLORIDA )  
COUNTY OF Pinellas ) ss.

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

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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 Pinellas ) ss. ..

The foregoing <sup>Articles</sup> instrument was acknowledged before me this 30<sup>th</sup> 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 30<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large



Robert Kapusta, Jr  
MY COMMISSION # 00505000 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

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GARY BODNAR

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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

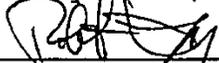
\_\_\_\_\_  
THREE RIVERS INTEREST GROUP

BY: \_\_\_\_\_  
GUIDO WERNICKE, President

STATE OF FLORIDA )  
COUNTY OF Pinellas ) ss. . .

The foregoing <sup>Articles</sup> instrument was acknowledged before me this 30<sup>th</sup> 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 30<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large



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

IN WITNESS WHEREOF, the undersigned have executed these Articles  
of Organization on this 10<sup>th</sup> 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  
\_\_\_\_\_  
CINDY SHERWOOD

\_\_\_\_\_  
THREE RIVERS INTEREST GROUP

BY: \_\_\_\_\_  
GUIDO WERNICKE, President

STATE OF FLORIDA )  
COUNTY OF PINELLAS ) S.S. . .

The foregoing instrument was acknowledged before me this 10<sup>th</sup> 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 10<sup>th</sup> 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 12<sup>th</sup> 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

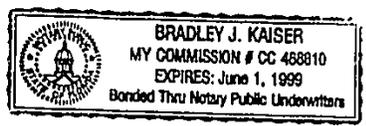


EXHIBIT A - CONTRIBUTIONS

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 608.400(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

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

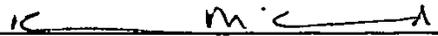
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

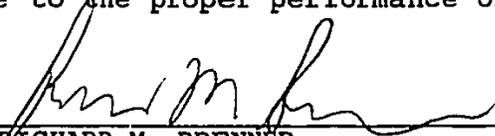
In compliance with Sections 48.091 and 608.415, Florida  
the following is submitted:

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