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February 19, 1997

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FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-02/20/97--01057--001
****293.75 ****293.75

Re: Estate of Jean E. Belt, L.C.

Dear Madam or Sir:

Enclosed for filing are two (2) duplicate executed Articles of Organization of Estate of Jean E. Belt, L.C., for filing with your office. Also enclosed is the required Registered Agent Acceptance and the Affidavit of Capital Contributions.

After filing the Articles, please return to us one of the originals marked with the filing information (together with the Certificate of Status) using the enclosed return envelope.

Our check in the amount of \$293.75 is enclosed representing the filing, registered agent, and certificate of status fees.

Please call me if you have any questions regarding this filing.

Very truly yours,

BARNETT, BOLT, KIRKWOOD & LONG

Yolanda A. Tullo
Yolanda A. Tullo, CLA
Certified Legal Assistant

FILED
97 FEB 20 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C:\YAT\CORP\B317-89

B. REGISTER FEB 25 1997

Craig Behrenfeld
GAVE
ME TO
AUTHOR: *affidavit #3*
CORRECT *2/25/97*
DATE *BR*
Enclosures
DOC. EXAM
Mr. Joseph W. Belt
Peter T. Kirkwood, Esquire
Scott O. Stigall, Esquire

FILED

ARTICLES OF ORGANIZATION
OF
ESTATE OF JEAN E. BELT, L.C.

97 FEB 20 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:
ESTATE OF JEAN E. BELT, L.C. (hereafter, the "Company").

ARTICLE 2

Duration

This Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall continue until its dissolution in accordance with these Articles of Organization or the Act.

ARTICLE 3

Mailing Address and Principal Office

The mailing address of this Company and the street address of its principal office is c/o Belt Construction Corporation of Tampa, 5004C West Linebaugh Avenue, Tampa, Florida 33624-5030.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this Company is c/o Belt Construction Corporation of Tampa, 5004C West Linebaugh Avenue, Tampa, Florida 33624-5030, and the name of the initial registered agent of this Company at that address is Joseph W. Belt.

ARTICLE 5

Additional Members

The members of this Company may admit additional members, but only upon the written consent of all of the members.

ARTICLE 6

Right to Continue After Dissolution

Upon the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in this Company, this Company shall be

dissolved, unless the business of the Company is continued by the consent of all of the then remaining Members.

ARTICLE 7

Management of the Company

The management of the Company is reserved to its managing member, Joseph W. Belt, whose address is listed below. The Company shall be managed in accordance with the regulations adopted by its members. The names and addresses of the members are:

Joseph W. Belt
c/o Belt Construction Corporation of Tampa
5004C West Linebaugh Avenue
Tampa, FL 33624-5030
{"Managing Member"}

Joseph W. Belt, as Personal Representative of
the Estate of Jean E. Belt, Deceased
c/o Belt Construction Corporation of Tampa
5004C West Linebaugh Avenue
Tampa, FL 33624-5030
{"Member"}

ARTICLE 8

Regulations

The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE 9

Restrictions on Transfers of Interest

No member shall have the right to transfer or assign any interest in the Company without the consent of all the

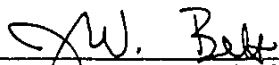
nontransferring or nonassigning members, and no assignee of an interest in the Company shall become a member of the Company without the consent of all of the other members.

ARTICLE 10

Indemnification

This Company shall indemnify any member, or any former member, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 19th day of February, 1997.



JOSEPH W. BELT, individually,
and as Personal Representative
of the Estate of JEAN E. BELT,
Deceased

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
ESTATE OF JEAN E. BELT, L.C.

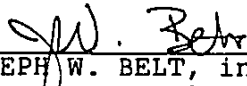
The undersigned members of the Estate of Jean E. Belt, L.C., a Florida limited liability company (the "Company"), execute this Affidavit of Capital Contributions, filed pursuant to Section 608.407(2), Florida Statutes:

1. The Company has at least two members.
2. The total amount of capital contributions of the members is \$100.00 cash.
3. The total amount of contributions is \$100.00. This total includes amounts from paragraph 2 above.

Dated this 19th day of February, 1997

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, JOSEPH W. BELT, individually, and as Personal Representative of the ESTATE OF JEAN E. BELT, DECEASED, the members of the Estate of Jean E. Belt, L.C., a Florida limited liability company, hereby declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.



JOSEPH W. BELT, individually,
and as Personal Representative
of the Estate of JEAN E. BELT,
Deceased

FILED
97 FEB 20 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
DEPARTMENT OF STATE

97 FEB 20 PM 12:51

ACCEPTANCE AS REGISTERED AGENT


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Sections 608.407(1)(d) and 608.415(2) of the Florida Statutes:

1. The name of the limited liability company is: Estate of Jean E. Belt, L.C.
2. The registered office is located c/o Belt Construction Corporation of Tampa, 5004C West Linebaugh Avenue, Tampa, Florida 33624-5030.
3. The name of the registered agent is Joseph W. Belt.

ACCEPTANCE:

Having been named as registered agent and to accept service of process of the above-stated limited liability company at the place designated in this Acceptance of Registered Agent, 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.



JOSEPH W. BELT, Registered Agent
5004C West Linebaugh Avenue
Tampa, Florida 33624-5030