

**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 \$ \_\_\_\_\_

RE: EL-Way United, L.C.

☒ Certified Express  
☐ of Inc. File  
☐ p. Record Search  
☐ d. Partners File  
☐ Foreign Corp. File  
☒ ( ) Cert. Copy(s)

888882164500--7  
Art. of Amend. File -05/02/97--01134--016  
Dissolution/Withdrawal \*\*\*\*346.25 \*\*\*\*346.25  
☒ 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.

SUBTOTALS \_\_\_\_\_

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....

C.C. FEE. DISBURSED

97 MAY -1 AM 11:21

97 MAY -1 AM 10:20  
DIVISION OF CORPORATION

RECEIVED

REQUEST TAKEN CONFIRMED APPROVED

DATE 5-1-97

TIME 9:30

BY DL

CK No. \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_

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  
EL-WAY UNITED, L.C.**

97 MAY - 1 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be **EL-WAY UNITED, L.C.** (the "Company").

**ARTICLE II - ADDRESS**

The mailing address of the principal office of the Company in Florida shall be 630 Lee Road, Orlando, Florida 32810.

**ARTICLE III - DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is **ELTON L. KLEIST**, 630 Lee Road, Orlando, Florida 32810.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Affidavit of Membership and Contribution attached hereto and made a part hereof.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

**ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or its interest, approve of the

proposed transfer by unanimous written consent.

#### ARTICLE VIII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX - MANAGEMENT

The Company shall be managed by the members, and the names and addresses of the members are:

| NAME            | ADDRESS                                |
|-----------------|--|
| ELTON L. KLEIST | 630 Lee Road<br>Orlando, Florida 32810 |
| WAYNE E. LAYTON | 630 Lee Road<br>Orlando, Florida 32810 |

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Orlando, Florida, for the foregoing uses and purposes this 30 day of APRIL, 1997.

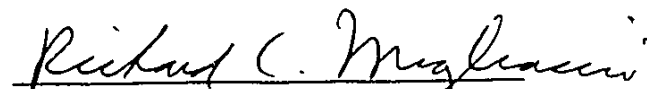
  
ELTON L. KLEIST

  
WAYNE E. LAYTON

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30 day of APRIL, 1997, by ELTON L. KLEIST and WAYNE E. LAYTON.

  
RICHARD C. MIGLIACCIO  
MY COMMISSION # CC465755 EXPIRES  
JUNE 22, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known \_\_\_\_\_ OR Produced Identification X  
Type of Identification Produced: Florida Drivers' Licenses

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

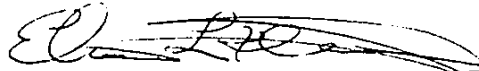
The undersigned member or authorized representative of EL-WAY UNITED, L.C. deposes and says:

1. The above named liability company has at least two (2) members.

Five  
ELK 2. The amount of cash to be contributed by each member is Ten Thousand Dollars (~~\$10,000.00~~).  
ELK \$5,000.00

3. The agreed value of property other than cash contributed by the members is Sixteen Thousand Dollars (\$16,000.00). The non-cash property consists of tools, supplies and cores.

4. The total amount of cash or property anticipated to be contributed by members is Twenty-Six Thousand Dollars (\$26,000.00). This total includes amounts from 2 and 3 above.



ELTON L. KLEIST, 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.)

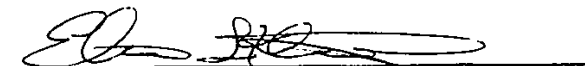
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

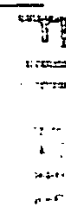
PURSUANT TO THE PROVISIONS OF SECTION §608.415 OR §608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **EL-WAY UNITED, L.C.**
2. The name and address of the registered agent and office is:

**ELTON L. KLEIST**  
630 Lee Road  
Orlando, Florida 32810.

*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.*

  
**ELTON L. KLEIST**

Date 4/30/97   
97 MAY -1 AM 11:21  
FBI - ORLANDO  
RECEIVED