

L97000000497



ACCOUNT NO. : 072100000032

REFERENCE : 355793 126224A

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizzuto

ORDER DATE : May 6, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 355793-005

CUSTOMER NO: 126224A

CUSTOMER: Allan M. Glaser, Esq
ALLAN M. GLASER, P.A.

Suite 807
11900 Biscayne Boulevard
Miami, FL 33181

500002167955--5

DOMESTIC FILING

NAME: TP HOLDING, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

61127-771. amt.

MAY - 6 1997

FILED
MAY - 6 PM 3:06
TALLAHASSEE, FLORIDA

RECEIVED
MAY - 6 PM 12:07
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

97 MAY -7 PM 1:04

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 6, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: TP HOLDING, LLC
Ref. Number: W97000010408

We have received your document for TP HOLDING, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 597A00023846

RESUBMIT

Please give original
submission date as file date.

FILED
97 MAY -6 PM 3:06
SECURITY
TALLAHASSEE, FLORIDA

ARTICLE I. COMPANY NAME

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

ARTICLE III. MAILING ADDRESS OF COMPANY

245 22nd Street
Miami Beach, Florida 33139

ARTICLE IV. STREET ADDRESS OF COMPANY

245 22nd Street
Miami Beach, Florida 33139

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

PETER THOMAS
245 22nd Street
Miami Beach, Florida 33139

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety

percent (90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers are set forth below. The initial managers shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Managers:	Address:
PETER THOMAS	245 22nd Street Miami Beach, Florida 33139
CLIVE H. POWELL	245 22nd Street Miami Beach, Florida 33139

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called

- meeting of the members of the Company or by written consent of the holders of not less than
- ninety percent (90.00%) of the Shares in the Company.

IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles or Organization this 30 day of April, 1997.

**THOMAS & POWELL HOLDING
CO., a Florida corporation**

By: 

PETER THOMAS, President


CLIVE POWELL

AHM ENTERPRISES, INC.

By: 

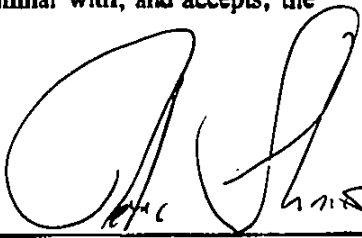
Secretary

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of TP HOLDING, LLC in
its Articles of Organization, at the place designated in such
Articles of Organization, the undersigned hereby agrees to act in
this capacity and affirms that he is familiar with, and accepts, the
obligations of such position.

Dated: April 30, 1997



PETER THOMAS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer or authorized representative of an initial member of TP HOLDING, LLC, a Florida limited liability company (the "Company") who, upon being duly sworn, certifies the following:

1. The Company has at least two (2) members.
2. As of the date hereof, the amount of capital contributions to the Company made by its members is as follows:

\$1,000.00

3. The anticipated amount of additional capital contributions to the Company to be made by its members will be as follows:

\$99,000.00

The total anticipated amount of capital contribution by the members is \$100,000.00.

4. There have been no contributions to the Company made by its members other than cash contributions.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of a member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

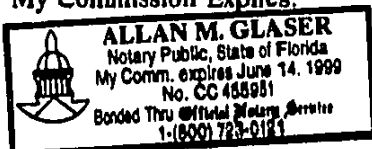
DATED: April 30, 1997

THOMAS & POWELL HOLDING CO.,
a Florida corporation

By: Peter Thomas
PETER THOMAS, President

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 30 day of April, 1997, by **PETER THOMAS**, as President of **THOMAS & POWELL HOLDING CO.**, a Florida corporation, who is personally known to me and who did take an oath.

My Commission Expires:



GAK112.0000&14499.0-0497

Allan Glaser
Notary Public, State of Florida

Print Name: Allan Glaser