

L97000000713



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 425755

3652A

300002230123--5

AUTHORIZATION :

-07/03/97--01080--022
****337.50 ****337.50

COST LIMIT : \$ PPD

ORDER DATE : June 12, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 425755-010

CUSTOMER NO: 3652A

CUSTOMER: Dale A. Dettmer, Esq
KRASNY DETTMER THOMPSON
& JONES, P.A.
780 Apollo Boulevard

Melbourne, FL 32902

DOMESTIC FILING

NAME:

SouthWest Orlando Investments.
~~YOGI II, L.C.~~

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____

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97 JUN 12 AM 10:38
DIVISION OF CORPORATION

00308

W97-13818



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1997

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

SUBJECT: YOGI II, L.C.
Ref. Number: W97000013818

RESUBMIT

Please give original
submission date as file date.

We have received your document for YOGI II, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 697A00031689

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97 JUN 27 AM 9:56
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check returned!



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1997

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

RESUBMIT
Please give original
submission date as file date.

We have received your document for MILLENNIUM INVESTMENTS, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 397A00034019

97 JUL 30 PM 2:46
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ARTICLES OF ORGANIZATION
OF
SOUTHWEST ORLANDO INVESTMENTS, L.C.

FILED
97 JUN 12 AM 9:41
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Organization, being natural persons competent to contract, hereby subscribe to the formation of a limited liability company under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.

ARTICLE I
Name

The name of this Organization is SOUTHWEST ORLANDO INVESTMENTS, L.C.

ARTICLE II
Term of Existence

The company shall commence upon the filing of these Articles and shall continue until December 31, 2025 unless sooner terminated in accordance with the provisions of the Operating Agreement.

ARTICLE III
Principal Office

The mailing address and street address of the principal office of the company is 575 S. Wickham Road, Suite E, West Melbourne, Florida 32904.

ARTICLE IV
Initial Registered Agent

The initial street address in Florida of the initial registered office of this Organization is 575 S. Wickham Road, Suite E, West Melbourne, Florida 32904 and the name of the initial registered agent of this Organization at that address is Coy A.

Clark. The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE V
Additional Members

Additional members may be admitted to this limited liability company by a majority vote of the then existing members.

ARTICLE VI
Right to Continue Upon Death, Retirement
Resignation or Expulsion

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the majority vote of the then remaining members.

ARTICLE VII
Management

This limited liability company is to be managed by a manager. Coy A. Clark whose address is 575 S. Wickham Road, Suite E, West Melbourne, Florida 32904 shall serve as the initial manager until the first annual meeting of the members or until his successor is elected and qualified.

ARTICLE VIII
Amendment to Articles

The members shall have the power to adopt, amend, alter, change or repeal the Articles of Organization when proposed and approved at a members' meeting with not less than a majority vote of the members.

IN WITNESS WHEREOF, the undersigned have made and
subscribe to these Articles of Organization in Melbourne, Brevard
County, Florida, this 9 day of June, 1997.

Cooy A. Clark
COY A. CLARK
Timothy J. Davids
TIMOTHY J. DAVIDS

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this
9 day of June, 1997 by COY A. CLARK. He is personally known to
me or has produced _____ as identification.

Susan E. Casamassima
Notary Public
Printed Name
My Commission Expires:



Susan E. Casamassima
MY COMMISSION # CC590138 EXPIRES
October 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this
9 day of June, 1997 by TIMOTHY J. DAVIDS. He is personally
known to me or has produced _____ as
identification.

Susan E. Casamassima
Notary Public
Printed Name
My Commission Expires:



Susan E. Casamassima
MY COMMISSION # CC590138 EXPIRES
October 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

AFFIDAVIT

STATE OF FLORIDA)
) ss. :
COUNTY OF BREVARD)

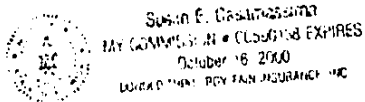
BEFORE ME, the undersigned authority, this date personally appeared TIMOTHY J. DAVIDS, who, being first duly sworn, on oath, deposes and states:

1. That I am a member of SOUTHWEST ORLANDO INVESTMENTS, L.C.
2. COY A. CLARK is a member of SOUTHWEST ORLANDO INVESTMENTS, L.C. which shall at all times have at least two members.
3. SOUTHWEST ORLANDO INVESTMENTS, L.C. shall be capitalized by cash contributions of each member in the amount of \$210,000.
4. This affidavit is given in compliance with Section 608.407(2), Florida Statutes.

Timothy J. Davids
TIMOTHY J. DAVIDS

The foregoing instrument was acknowledged before me this 10 day of June, 1997, by TIMOTHY J. DAVIDS who is personally known to me or who produced _____ as identification.

Notary Public - Printed Name:
My Commission Expires
Commission No.:



2012 JUN 12 PM 9:41
TALLINN, ESTONIA