

L97000000736



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 451500 7106972

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 3, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 451500-005

CUSTOMER NO: 7106972

CUSTOMER: John V. Quinlan, Esq
HAMRICK PERREY QUINLAN & SMITH

Suite 920
1401 Manatee Avenue West
Bradenton, FL 34205

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-07/10/97--01062--006
****337.50 ****337.50

DOMESTIC FILING

NAME: PENCOR, L.C.

EFFECTIVE DATE: JULY 3, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
97 JUL -3 AM 11:40
DIVISION OF CORPORATION

00308

W97-15467

JUL 10 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1997

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

SUBJECT: PENCOR, L.C.
Ref. Number: W97000015467

We have received your document for PENCOR, 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 297A00034839

RESUBMIT

Please give original
submission date as file date.

97 JUL -7 PM 12:23
DIVISION OF CORPORATIONS

CERTIFICATE OF ORGANIZATION
OF

PENCOR OF MANATEE, L.C.
A Florida Limited Liability Company

FILED
97 JUL -3 AM 9:27
TALLAHASSEE, FLORIDA

The undersigned, Marc S. Kallins, hereby executes the following Articles of
Organization of Pencor, L.C., a Florida Limited Liability Company and declares and affirms:

ARTICLE I

The name of this limited liability company is PENCOR OF MANATEE, L.C. (the "company")

ARTICLE II

The Company shall remain in existence for a period of 30 years, beginning July 3, 1997 (the original effective date of formation), and ending July 2, 2027, unless sooner terminated in accordance with the provisions of the Florida Limited Liability Company Act.

ARTICLE III

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

The street address of the principal office of this Company is 4110 Manatee Ave. W., Bradenton, Florida 34209. The mailing address of the principal office of this Company is 4110 Manatee Ave. W., Bradenton, Florida 34209. The name of the initial registered agent of this limited liability company at such address is Marc S. Kallins. The principal office and registered agent may be changed from time-to-time by its members as authorized by law.

ARTICLE V

The members of this limited liability company shall have the right to admit additional members by unanimous vote of the members on such terms and conditions as are agreed upon

from time to time. Additional members may exercise management powers or elect managers only if all remaining members consent thereto.

ARTICLE VI

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued only if all remaining members consent thereto.

ARTICLE VII

The Company has four (4) members. The Company shall be managed by four (4) managers who shall be elected annually by the Members in the manner set forth in the Company's Regulations. The following individuals are the initial members and are hereby appointed the initial managers of the Company, to serve until their successors are duly elected, qualified and seated:

Marc. S. Kallins
4110 Manatee Ave. W., Bradenton, Florida 34209

Alexander C. Jungreis
4110 Manatee Ave. W., Bradenton, Florida 34209

Steven Norris
4110 Manatee Ave. W., Bradenton, Florida 34209

Kevin Boyer
4110 Manatee Ave. W., Bradenton, Florida 34209

ARTICLE VIII

The contributions to capital of each of the four initial members of the Company consist of cash in the amount of \$1,000.00 each. Each initial member shall have one vote on matters relating to the Company in accordance with the provisions in ss 608.4231, Fla. Stat. (1995).

IN WITNESS WHEREOF, the undersigned, being one of the original members of this limited liability company, does hereby declare and certify that each member is of full age and competent to contract; and that all of them are citizens of the United States of America, and that there are four members of the limited liability company. In witness whereof I have hereunto set my hand and seal under oath this 2nd day of July, 1997.

Marc S. Kallins (SEAL)
Marc S. Kallins

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was sworn to and subscribed before me this 2 day of July, 1997, by Marc S. Kallins, who is personally known to me.

Cynthia C. Pilsbury
Name: _____
Notary Public
My Commission Expires: _____

Cynthia C. Pilsbury
Notary Public, State of Florida
My Comm. Expires March 15, 1998
Comm. No. CC 356147

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
FOR PENCOR OF MANATEE, L.C.

The undersigned, Marc S. Kallins, hereby accepts designation as the initial registered agent of Pencor, L.C., as named in the Articles of Organization and am familiar with and accepts the duties as such registered agent.

Dated this 2nd day of July, 1997.



Marc S. Kallins

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MANATEE

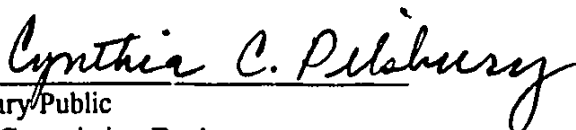
The undersigned member or authorized representative of a member of PENCOR
OF MANATEE, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$4,000.00
- 3) if any, the agreed value of property other than cash contributed
by member(s) is 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed
by member(s) is 0
- 5) the total amount of 2, 3, and 4 is \$4,000.00



Signature of a member or authorized representative of a 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.)

Sworn to and subscribed before me
this 2nd day of July, 1997, by Marc S.
Kallins, who is personally known to me.


Notary Public
My Commission Expires: _____

Cynthia C. Pillsbury
Notary Public, State of Florida
My Comm. Expires March 15, 1998
Comm. No. CC 358147