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BUECHNER, HAFFER, O'CONNELL, MEYERS & HEALEY Co., L.P.A.

ATTORNEYS AT LAW

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -4 PM 2:16

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\*ALSO ADMITTED IN KENTUCKY  
†ALSO ADMITTED IN FLORIDA  
\*\*ALSO ADMITTED IN INDIANA

July 28, 1997

CERTIFIED MAIL  
RETURN RECEIPT

600002257196--6  
-08/04/97--01166--001  
\*\*\*\*\*337.50 \*\*\*\*\*337.50

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Thelen Enterprises, L.C.

Dear Sir or Madam:

Enclosed please find the following documents in connection with the organization of the above-referenced Florida limited liability company:

1. Articles of Organization of Thelen Enterprises, L.C.
2. Original Appointment of Agent and an Acceptance of Appointment.
3. An Affidavit of Membership and Contributions.
4. Check payable to the Florida Department of State in the amount of \$337.50 to cover the filing fee.

Please return a certified copy of these Articles to the above address at your nearest convenience.

Please do not hesitate to contact the undersigned with any questions or concerns.

With best regards,

BUECHNER, HAFFER, O'CONNELL,  
MEYERS & HEALEY CO., L.P.A.

*Robert W. Buechner*

Robert W. Buechner

RWB/jgl  
Encl.

D. BROWN AUG - 6 1997

ARTICLES OF ORGANIZATION  
OF  
THELEN ENTERPRISES, L.C.

(Under the Florida Limited Liability Company Act)  
Limited Liability Company

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The undersigned, desiring to form a limited liability company, under the Florida Limited Liability Company Act, does hereby state the following:

FIRST: The name of said limited liability company shall be Thelen Enterprises, L.C.

SECOND: This limited liability company shall exist for a period of perpetual duration, or earlier termination pursuant to an operating agreement.

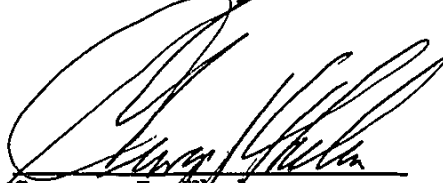
THIRD: The mailing address and street address of the principal office of the limited liability company is 5393 Gulf of Mexico Drive, Unit 112-B, Longboat Key, Florida 34228.

FOURTH: Additional members may be admitted if 100% of the members consent in writing to such admission.

FIFTH: Neither the death, legal disability, retirement, resignation, expulsion, bankruptcy, nor dissolution of a member shall cause a dissolution or termination of the limited liability company; however, the death, legal disability, retirement, resignation, expulsion, bankruptcy, or dissolution of the managing member shall cause a dissolution of the limited liability company.

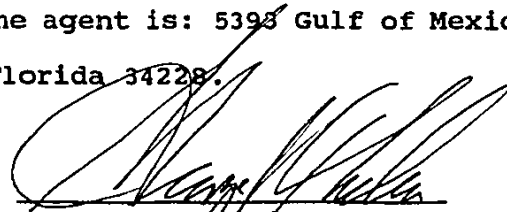
SIXTH: The limited liability company is to be managed by a managing member: George J. Thelen, 5393 Gulf of Mexico Drive, Unit 112-B, Longboat Key, Florida 34228.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21 day of JULY, 1997.

  
George J. Thelen

**ORIGINAL APPOINTMENT OF AGENT  
(for limited liability company)**

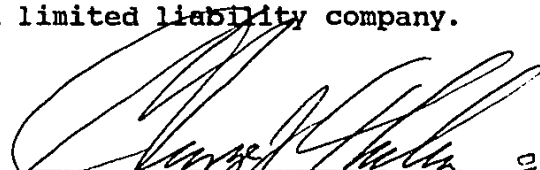
The undersigned, representing the members of Thelen Enterprises, L.C., hereby appoints George J. Thelen to be the agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is: 5395 Gulf of Mexico Drive, Unit 112-B, Longboat Key, Florida 34228.



George J. Thelen

**ACCEPTANCE OF APPOINTMENT**

The undersigned, named herein as the registered agent for Thelen Enterprises, L.C., is familiar with the obligations of serving as a registered agent and hereby acknowledges and accepts the appointment of agent for said limited liability company.



George J. Thelen

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned managing member of Thelen Enterprises, L.C. deposes and says:

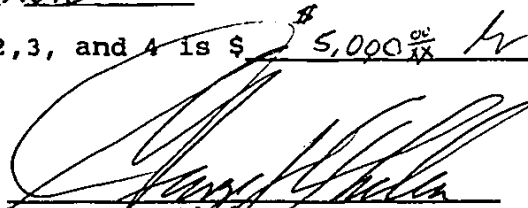
1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$ NONE.

3. The agreed total value of property other than cash contributed by the members is \$ 5,000<sup>00</sup>/<sub>18</sub>, consisting of general partnership interests in the Thelen Family Partnership, Ltd., a Florida limited partnership.

4. The amount of cash or property anticipated to be contributed by members is \$ NONE.

5. The total of lines 2,3, and 4 is \$ 5,000<sup>00</sup>/<sub>18</sub> Fr.

  
George J. Thelen

(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.)