

Michael Hric, P.A.
Attorney at Law

2801 Fruitville Road, Suite 100
Sarasota, Florida 34237-5301

Reply to:
Post Office Box 49823
Sarasota, Florida 34230-6823

August 14, 1997

Telephone (941) 954-1359
Fax (941) 953-2501

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

L970000000910

000002269550--6
-08/18/97--01068--005
****337.50 ****337.50

RE: **Thomason Leisure Enterprises, L.C.**

Ladies/Gentlemen:

Enclosed, in accordance with Chapter 608, Florida Statutes, please find the original and one (1) copy of the executed Articles of Organization for the above-named entity for filing with your office. We have enclosed our check in the amount of Three Hundred Thirty-seven Dollars and 50/100 (\$337.50) to cover the following fees:

Filing:	\$250.00
Certified Copy:	52.50
Registered Agent Designation:	35.00
	<hr/>
	\$337.50

FILED
AUG 18 1997
TALLAHASSEE, FL

Kindly forward to the undersigned the certified copy of the Articles of Organization, as filed, at your earliest convenience.

Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,

Michael Hric
MICHAEL HRIC

MH:mdh
Enclosures

9/18/97

**ARTICLES OF ORGANIZATION
OF
THOMASON LEISURE ENTERPRISES, L.C.**

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

ARTICLE I - NAME

The name of the limited liability company shall be **THOMASON LEISURE ENTERPRISES, L.C.**, ("Limited Liability Company").

ARTICLE II - DURATION

This Limited Liability Company shall commence its existence on the date of filing these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which this Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the Limited Liability Company, shall be as follows:

1. To engage in any activity or business authorized or permitted under Florida law.
2. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to conduct, pursuant to the provisions of these Articles of Organization, and to hold, utilize, and in any manner dispose of the rights and property do acquire.
3. To enter into and make all contracts for its business deemed necessary and appropriate but not contrary to law with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, modify, terminate, amend or rescind any of such contracts.

FILED
97 AUG 18 AM 9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangements develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under Florida law, providing for the formation, rights, privileges, and immunities of a Limited Liability Company for profit.
5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with Florida law.
6. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall each be regarded as an independent purpose and power.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under Florida law, lawfully carry on, exercise, or perform.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 6204 Hammock Drive, Bradenton, County of Manatee, State of Florida 34202, and the name of its initial registered agent at such address is **MARK THOMASON**.

ARTICLE V - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this Limited Liability Company shall be 6204 Hammock Drive, in the City of Bradenton, County of Manatee, State of Florida, 34202.

ARTICLE VI - CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of One Thousand Dollars (\$1,000.00) cash shall be initially paid to the Limited Liability Company by the two (2) members named in the Articles of Organization in amounts representative of their interest in this Limited Liability Company in its net profits. The members of this Limited Liability Company, their addresses, and their initial capital contributions are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
MARK THOMASON	6204 Hammock Drive Bradenton, Florida 34202	\$500.00
ELIZABETH L. THOMASON	6204 Hammock Drive Bradenton, Florida 34202	\$500.00

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Limited Liability Company only upon the approval of a majority of the members.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Limited Liability Company except with the vote or written consent of all of the members of the Limited Liability Company and upon such terms and conditions as shall be determined by those members. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold, assigned, or otherwise transferred except with unanimous written consent of all the members. A member may assign his or her interest in the Limited Liability Company as set forth in the regulations of the Limited Liability Company, but the assignee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all of the members of the Limited Liability Company,

in their sole and absolute discretion, consent to the proposed assignee becoming a member of this Limited Liability Company.

ARTICLE IX - TERMINATION OF EXISTENCE

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

ARTICLE X - MANAGEMENT

This Limited Liability Company shall be managed by all of the members of this Limited Liability Company. The names and addresses of the members are:

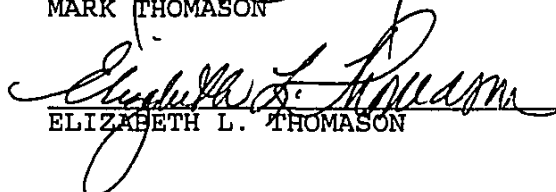
<u>NAME</u>	<u>ADDRESS</u>
MARK THOMASON	6204 Hammock Drive Bradenton, Florida 34202
ELIZABETH L. THOMASON	6204 Hammock Drive Bradenton, Florida 34202

ARTICLE XI - LIMITED LIABILITY COMPANY POWERS

The power to adopt, alter, amend or repeal regulations for regulation and management of this Limited Liability Company shall be vested in the members of the Limited Liability Company; provided, however that the members of the Limited Liability Company may not adopt, alter or amend and such Regulation if inconsistent with Florida law or the Articles of Organization for this Limited Liability Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Sarasota County, Florida, for the foregoing uses and purposes this 14 day of Aug, 1997.

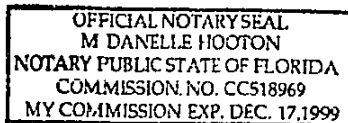

MARK THOMASON

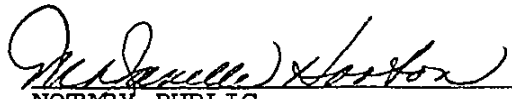

ELIZABETH L. THOMASON

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared MARK THOMASON, to me personally known or who has produced _____ as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 14TH day of August, 1997.

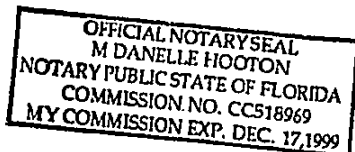




NOTARY PUBLIC
Name Printed: M Danelle Hooton
My Commission Expires: 12/17/99
Commission No.: CC 518969

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared ELIZABETH L. THOMASON, to me personally known or who has produced _____ as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 14TH day of August, 1997.




NOTARY PUBLIC
Name Printed: M Danelle Hooton
My Commission Expires: 12/17/99
Commission No.: CC 518969

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of THOMASON LEISURE ENTERPRISES, L.C. deposes and says:

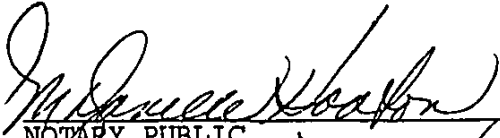
- 1) the above named limited liability company has at least two (2) members.
- 2) the total amount of cash collectively contributed by the member(s) is \$1,000.00.
- 3) if any, the agreed value of all property other than cash contributed by member is NONE. A description of the property, if any, is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is \$35,000.00. This total includes amounts from 2 and 3 above.


MARK THOMASON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, a Notary Public in and for the state and county aforesaid, this 14TH day of AUGUST, 1997, by MARK THOMASON, as a member of THOMASON LEISURE ENTERPRISES, L.C., who is personally known to me or who has produced _____ as identification, who did/did not take an oath, and who acknowledged the execution of the above and foregoing Affidavit of Membership and Contribution to be his free and voluntary act and deed for the uses and purposes therein set forth.

OFFICIAL NOTARY SEAL
M DANELLE HOOTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC518969
MY COMMISSION EXP. DEC. 17, 1999


NOTARY PUBLIC
Name Printed: M DANELLE HOOTON
My Commission Expires: 12/17/99
Commission Number: CC 518969

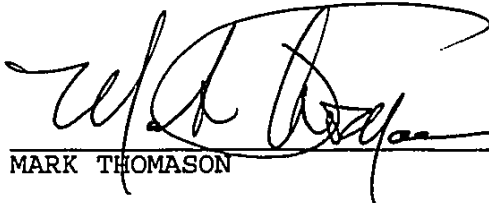
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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
THOMASON LEISURE ENTERPRISES, L.C.
2. The name and address of the registered agent and
office is:

Mark Thomason
6204 Hammock Drive
Bradenton, Florida 34202

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.



MARK THOMASON

9-14-97

DATE

FILED
97 AUG 18 AM 9:30
TALLAHASSEE, FLORIDA