

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

G. Thomas Smith
Board Certified
Real Estate Attorney

October 9, 1997

VIA OVERNIGHT MAIL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 23 PM 3: 22

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32301

000002417249- - 8
-19/10/97--01051--001
***285.00 ***285.00

RE: Station, L. C.

Dear Sir/Madame:

Enclosed please find the original Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$285.00 representing the filing fee and registered agent fee.

Please forward a copy of the filed Articles as soon as possible to Mr. Hamilton Smith at facsimile number (850) 492-7007.

Your time and attention to this matter are appreciated and if you have any questions, please do not hesitate to contact me at (904) 434-2761.

Sincerely,

Aloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

Name	
Availability	Kwm
/gh	
enclosures	
No. no. enclosures	KWM
W. P. Verifier	KWM

10-23

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 23 PM 3:22

October 20, 1997

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: Station, L. C.

Dear Sir/Madame:

Enclosed please find the original Articles of Organization along with a copy for the above limited liability company containing the names and addresses of the members per your request of October 13, 1997.

Please forward a copy of the *filed* Articles as soon as possible to Mr. Hamilton Smith at facsimile number (850) 492-7007 as well as enclosing a copy of the *filed* Articles in the enclosed envelope to our office.

Your time and attention to this matter are appreciated and if you have any questions, please do not hesitate to contact me at (904) 434-2761.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/gh
enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 23 PM 3:22

October 13, 1997

SMITH, SAUER & DEMARIA
ATTN: GLORIA HECKMAN
510 E. ZARAGOZA, P.O. BOX 12446
PENSACOLA, FL 32582-2446

SUBJECT: STATION, L.C.
Ref. Number: W97000023358

We have received your document for STATION, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the names and street addresses of the members or managers of the limited liability company.

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 597A00050063

**ARTICLES OF ORGANIZATION
OF
STATION, L. C.**

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The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE I
NAME**

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is Station, L.C.

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of its principal place of business in Florida is 13948 River Road, Unit 4A, P.O. Box 34028, Pensacola, Florida 32507-4028 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III
DURATION/CONTINUATION**

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

**ARTICLE IV
PURPOSE**

The general purpose for which the Company is organized is to develop real estate and other related functions including but not limited to the following:

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and

insurance, including all powers and purposes now and hereafter permitted by the
limited liability company.

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ARTICLE V MANAGEMENT

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are as follows: Hamilton Smith-13948 River Rd. Unit 4A; Pensacola, FL 32507. Steve Sheridan-13948 River Rd. Unit 4A; Pensacola, FL 32507.

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE VIII REGULATIONS

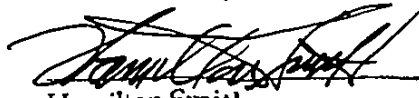

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

ARTICLE IX AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and

shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Hamilton Smith
Steve Sheridan

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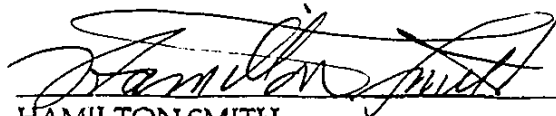
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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 agent and the registered office in the State of Florida.

1. The name of the limited liability company is Station, L.C.
2. The name and address of the registered agent and registered office is:
Hamilton Smith 13948 River Road, Unit 4A,
 P.O. Box 34028
 Pensacola, FL 32507-4028

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.

Dated 10-9- 1997.



HAMILTON SMITH
Registered Agent

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DIVISION OF CORPORATIONS
97 OCT 23 PM 3:22

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
STATION, L.C.

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DIVISION OF CORPORATIONS

97 OCT 23 PM 3:23

The undersigned member or authorized representative of a member Hamilton Smith, deposes and says:

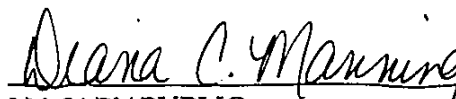
1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$ 16,000. --.
3. If any, the agreed value of property other than cash contributed by member(s) is \$.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 16,000. --. This total includes amounts from Paragraphs 2 and 3 above.

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.


HAMILTON SMITH

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Hamilton Smith, who (X) is personally known to me or () produced a _____ as identification on this 9th day of October, 1997.


NOTARY PUBLIC
PRINTED:
NOTARY STAMP:

