

L97000001206

Bruce A. Haught, P.A.
ATTORNEY AT LAW

501 Hwy. 98 E., Suite G
P.O. Box 5017
Destin, FL 32540

(850) 837-7021
FAX (850) 837-8121
Also Admitted in Alabama

October 23, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

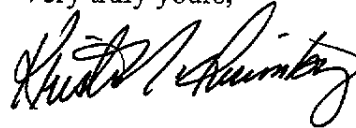
300002331083--9
-10/28/97--01016--001
****285.00 ****285.00

RE: Avogadro, L.L.C.

Enclosed please find the original Articles of Organization, one copy and my check for \$285.00 for the filing fees.

Please return a filed-marked copy to the undersigned.

Very truly yours,



Kristi N. Quimby

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure: as stated

| | |
|-------------------|----------|
| Name | 10/28/97 |
| Availability | DC |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| Verifier | DCC |

L97000001206

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

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company shall be Avogadro, L.L.C.

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than Twenty Five (25) years from the date of filing with the Department of State.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 250 Lynn Dr., Santa Rosa Beach, FL 32459. The mailing address of the limited liability company is P.O. Box 1557, Santa Rosa Beach, FL 32459.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 250 Lynn Dr., Santa Rosa Beach, FL 32459, and the name of the initial registered agent at that address is Lisa L. Cook.

**ARTICLE VI
CAPITAL**

The capital of the limited liability company shall exist in \$1,000.00 in cash. The total contribution to the limited liability company is \$1,000.00.

**ARTICLE VII
MANAGEMENT**

The management will consist of two (2) managers. Each member shall elect One (1) manager. The names and addresses of the initial managers of the limited liability company are as follows:

Lisa L. Cook
P.O. Box 1557
Santa Rosa Beach, FL 32459

Victoria L. Blackburn
438 N. Center Ct.
Santa Maria, CA 93455

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Management shall be by all persons above named.

ARTICLE VIII
QUORUM

A quorum of the managers consists of One Hundred Percent (100%) of the total number of managers.

ARTICLE IX
MANAGEMENT ACTION

All of the Managers of the Company entitled to vote, represented in person or by proxy, shall be required for all management action.

ARTICLE X
COMPENSATION OF MANAGERS

Compensation of management will be determined by unanimous vote of the managers.

ARTICLE XI
MANAGEMENT MEETINGS

No action by management can be taken without a meeting of the managers. All regularly scheduled management meetings must be proceeded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting.

ARTICLE XII
SPECIAL MEETINGS

All special meetings of the managers must be proceeded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting.

ARTICLE XIII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Lisa L. Cook
P.O. Box 1557
Santa Rosa Beach, FL 32459

Victoria L. Blackburn
438 N. Center Ct.
Santa Maria, CA 93455

ARTICLE XIV
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE XV
MEMBERSHIP MEETINGS

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

ARTICLE XVI
DISPOSAL OF ASSETS

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

ARTICLE XVII
DISSOLUTION

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XVIII
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.


ARTICLE XIX
REDEMPTION OF INTEREST

Should any member decide to resign from the company, and desires to sell his or her entire interest in the company, that member shall first offer the interest to the remaining members of the company. If the company does not acquire his or her interest, that interest may be transferred to a third party, pursuant to the terms of Article XVIII.

ARTICLE XX
AMENDMENT OF OPERATING AGREEMENT

The power to amend the Operating Agreement is reserved exclusively to the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 23 day of October, 1997, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.



Lisa L. Cook
Organizing Member

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

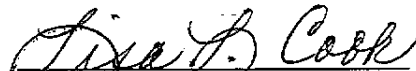
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, Florida Statutes, the following is submitted: Avogadro, L.L.C., desiring to organize under the laws of the State of Florida with its principal place of business at 250 Lynn Dr., Santa Rosa Beach, FL 32459, has named Lisa L. Cook, as its agent to accept service of process within the State of Florida and whose address is 250 Lynn Dr., Santa Rosa Beach, FL 32459.


Lisa L. Cook
Organizing Member

Having been named to accept service of process for the above named limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

Dated this the 23 day of October, 1997.


Lisa L. Cook
Registered Agent

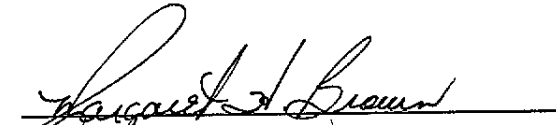
FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 23rd day of October, 1997,
and who personally appeared Lisa L. Cook, who is personally known or who has produced
_____ as identification and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 23rd day
of October, 1997.





NOTARY PUBLIC
My commission expires: August 24, 1999

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA