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AMERICAN-PHILIPPINE INVESTMENT CLUB, L.C.

c/o Don Mooers, CCIM, J.D.
10450 San Jose Blvd.
Jacksonville, FL 32257
(904)260-7474 FAX (904)262-9319

November 17, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/20/97--01009--016
****337.50 ****337.50

Dear Sir:

In accordance with section 608.407, Florida Statutes, please find enclosed in duplicate the following documents of American-Philippine Investment Club, L.C.:

1. Articles of Organization
2. Affidavit
3. Designation of Registered Agent

My check in the amount of \$337.50 covering the filing and certified copy fees is also enclosed.

Very truly yours,
American-Philippine Investment Club, L.C.



Don L. Mooers
Secretary/Registered Agent
/rt

Name	11/21/97
Availability	dcc
Document Examiner	DCC
Officer	DCC
My or Verifier	
Adm. ledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION
FOR
AMERICAN-PHILIPPINE INVESTMENT CLUB, L.C.
[A FLORIDA LIMITED LIABILITY COMPANY]**

ARTICLE I - Name:

The name of this limited liability company is American-Philippine Investment Club,
L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is c/o Don Mooers, 10450 San Jose Blvd., Jacksonville, FL 32257.

ARTICLE III - Duration

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV - Management

This limited liability company is to be managed by the Members, in their capacities as Members, and the names and addresses of the Members are as follows:

Gerardo Bacuta, 4742 Trevi Drive, Jacksonville, FL 32257
Joven Bariuan, 6144 Gazebo Park Place, S., Jacksonville, FL 32257
Dr. Mel Carbonnel, 7450 103rd Street, Jacksonville, FL 32210
Julian Carvajal, 10398 Triple Crown Ave., Jacksonville, FL 32257
Dr. Lorenzo Corpus, 1518 Wil Fern Dr., Orange Park, FL 32073
Dr. Larry Garcia, 8242 Jose Circle, W., Jacksonville, FL 32217
Dr. Jessie Logronio, 11367 Old St. Augustine Rd., Jacksonville, FL 32258
Todd Logsdon, 6739 S. Daughtry Blvd., Jacksonville, FL 32210
Ann Mooers, 383 3rd Street, Atlantic Beach, FL 32233
Don Mooers, 383 3rd Street, Atlantic Beach, FL 32233
Dr. Carlos Oteyza, 6144 Gazebo Park Place, S., Jacksonville, FL 32257
Dr. Boyet Padolina, 849 Cassat Avenue, Jacksonville, FL 32205
Ausberto Paguinod, 4932 Maybank Way, Jacksonville, FL 32225
Dr. Normita Papa-Patangan, 1533 Atlantic Blvd., Neptune Beach, FL 32266
Pat Patangan, 1533 Atlantic Blvd., Neptune Beach, FL 32266
Ernie Perez, 3360 Pickwick Dr., S., Jacksonville, FL 32257
Sidney Porte, 9857 Old St. Augustine Rd., Ste. 5, Jacksonville, FL 32257
Mario Sabban, 6144 Gazebo Park Place, S., Jacksonville, FL 32257
Ding Sabio, 7701 Baymeadows Cir., W., #1021, Jacksonville, FL 32256
Dr. Agerico Sayoc, 13167 Atlantic Blvd., Jacksonville, FL 32225
Louis Steenson, 8787 Southside Blvd., Jacksonville, FL 32256
Alton Villanueva, 2000 Wells Rd., Ste. F, Orange Park, FL 32073

ARTICLE V - Admission of Additional Members

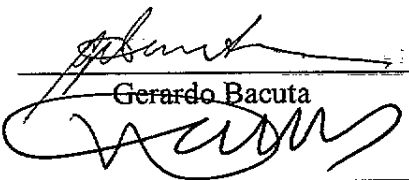
The right of the remaining Members to admit additional members and the terms and conditions of the admissions shall be by unanimous vote of the members of the limited liability company.

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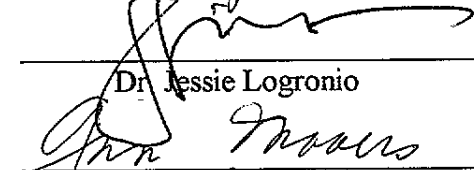
ARTICLE VI - Member's Rights to Continue Business

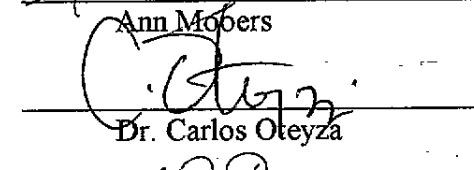
The right of the remaining Members of this limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company shall be as set forth in the Regulations of this limited liability company.

IN WITNESS WHEREOF, the Articles of Organization of American-Philippine Investment Club, L.C. were executed on November 11th, 1997 at Jacksonville, Florida.


Gerardo Bacuta


Dr. Mel Carbonnel


Dr. Lorenzo Corpus



Dr. Jessie Logronio


Ann Mooers


Dr. Carlos Oteyza


Dr. Norrita Papa Patangan


Ernie Perez


Mario Sabban

Dr. Agerico Sayoc

Dr. Ausberto Taguinod

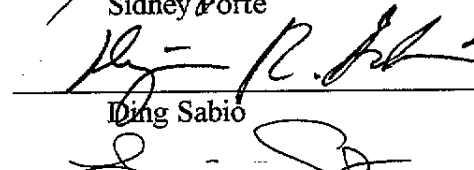

Joven Bariuan


Julian Carvajal



Dr. Larry Garcia



Todd Logsdon


Don Mooers


Dr. Boyet Padolina


Pat Patangan


Sidney Porte


Ding Sabio

Louis Steenson

Alton Villanueva

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**AMERICAN-PHILIPPINE INVESTMENT CLUB, L.C.
[A FLORIDA LIMITED LIABILITY COMPANY]**

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of American-Philippine Investment Club, L.C.
deposes and says:

- 1) the above-named limited liability company has at least two members.
- 2) the total amount of initial cash contribution by each member is \$1000.00,
and thereafter each Member shall contribute \$100.00 per month.
- 3) the total amount of cash contributed initially by members is \$22,000.00

Larry Garcia

Dr. Larry Garcia, Member

State of Florida)
County of Duval) ss:

Before me a Notary Public in and for the State of Florida personally appeared Dr. Larry Garcia, who, upon presentation of identification, affirmed that the foregoing was his act and deed.

November 12, 1997



FREDERICA J. SWACK
MY COMMISSION # CC433297 EXPIRES
January 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Frederica J. Swack

Notary Public

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AMERICAN-PHILIPPINE INVESTMENT CLUB, L.C.

**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 American-Philippine Investment Club, L.C.
2. The name and address of the registered agent and office is:


Don Mooers, Sr. Vice President
Coldwell Banker Commercial
10450 San Jose Blvd.
Jacksonville, FL 32257


Dr. Larry Garcia, Member

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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.

Date: November 11, 1997


Don Mooers