

L97000001325

1026 16th Street NW, Suite 606
Washington, DC 20036
(202) 393-3828
Fax (202) 393-3826

Bruce A. Pelkey
Attorney and
Counselor at Law

P. O. Box 33174
Phoenix, Arizona 85067
(602) 995-3724

November 13, 1996

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

300002355143--2
-11/24/97-01037--003
****285.00 ****285.00

RE: LTD Associates, L.C.

300002355143--2
-11/24/97-01037--004
*****35.00 *****35.00

To Whom It May Concern:

I am the personal attorney for Mr. and Mrs. Peter C. Richards, who are establishing the limited liability company LTD Associates, L.C. in the state of Florida.

Enclosed please find an original and one copy of the following documents: The Articles of Organization for LTD Associates, L.C.; The Affidavit of Membership and Contributions, signed by Peter C. Richards; the Transmittal Letter for LTD Associates; and the Certificate of Designation of Registered Agent, signed by Mr. Clyde Morris. Finally, you will also find enclosed check # 2005 from Peter C. Richards, in the amount of \$285.00.

I would ask that these documents be filed with the Secretary of State, and that the letter of acknowledgement be returned to my Washington, DC office.

Thank you in advance for your cooperation in this matter.

Name	Sincerely,
Availability	<i>Bruce A. Pelkey</i>
Document	Bruce A. Pelkey
Number	Attorney and Counselor at Law
Sender	DCC BAP/st-enc.
Undated	
Verifier	CC: Mr. and Mrs. Peter C. Richards
Acknowledgement	DCC
W. P. Verifier	DCC

FILED
97 NOV 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L97000001325

Articles of Organization for
LTD ASSOCIATES, L.C.
A Florida Limited Liability Company

ARTICLE I – Name

The name of the Limited Liability Company is **LTD ASSOCIATES, L.C.**

ARTICLE II – Address

The mailing address and street address of the principal office of the limited liability company is Unit 264, 1417 Sadler Road, Amelia Island, FL 32034-4466

ARTICLE III – Duration

The period of duration for the limited liability company shall be twenty (20) years from the date of the filing of these Articles of Organization.

ARTICLE IV – Management

The limited liability company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Peter C. Richards – Unit 264, 1417 Sadler Road, Amelia Island, FL 32034-4466

Jane Adams Richards - Unit 264, 1417 Sadler Road, Amelia Island, FL 32034-4466

Clyde Morris – 5389 Florence Point Drive, Fernandina Beach, FL 32034

ARTICLE V – Admission of Additional Members

The right of the members to admit additional members and the terms and conditions of the admission shall be as follows. The members of the limited liability company shall have the unconditional right to admit additional members at a meeting of the members held for such purpose. Notice of such meeting and the purposes of such meeting shall be provided to all of the current members by notification in writing and mailed to the member(s) mailing address as listed on the records of the limited liability company. Waiver of such written notice may be given orally by the members.

FILED
97 NOV 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The addition of additional members shall be made only upon a unanimous vote of all of the current members of the limited liability company and must be done with all of the current members present, either physically or by telephonic means, at the meeting called for such purpose.

The terms and conditions which shall apply to the admission of additional members shall be determined at the meeting called for the consideration of additional members, and shall be first agreed upon by all of the current members of the limited liability company before any vote with respect to the admission of additional members shall be held.

ARTICLE VI – Members Right to Continue Business

The right of the remaining members of the 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 follows.

Any member(s) remaining after the occurrence of any of the events listed above, which shall constitute a non-exclusive list, may continue the business of the limited liability company after first reaching agreement with the departing member or, in the case of a deceased member, the survivors, heirs or devisees of the deceased member, as to the net value of the departing or deceased member's interest in the limited liability company and the method of payment by the limited liability company to such person(s) with respect to that interest.

Such agreement shall be based upon the net book value of the limited liability company as of the date of the event in question, and shall be in contained in a writing signed by the remaining member(s).

In the event the sole members of the limited liability company are husband and wife, or related by blood or kinship, the provisions of this Article shall be deemed unnecessary and the remaining member(s) may continue the business without interruption and without the agreement called for by this Article.

FILED
97 NOV 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LTD ASSOCIATES, L.C.

A Florida Limited Liability Company

The undersigned member of LTD ASSOCIATES, L.C., a Florida limited liability company, deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

30,000.00 *[Signature]*
\$38,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$

8,000.00 *[Signature]*

4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above

\$ 250,000.00 *[Signature]*

[Signature]

Signature of a member or authorized representative of a member

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.

FILED
97 NOV 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 LTD ASSOCIATES, L.C.
2. The name and address of the registered agent and office is:

Clyde Morris
5389 Florence Point Drive
Fernandina Beach, FL 32034

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.


(SIGNATURE)

11-19-97
(DATE)

FILED
97 NOV 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$ 35 for Designation of Registered Agent