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December 9, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

SUBJECT: MSL THEMING, L.C.

600002368286--1
-12/10/97-01072-002
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Ladies and gentlemen:

Enclosed is an original and one (1) copy of the Articles of Organization for MSL THEMING, L.C., a proposed Florida Limited Liability Company. I also enclose a check, payable to the Florida Department of State, in the amount of \$346.25, for filing fees representing:

- \$250.00 Filing fee for Articles of Organization and Affidavit
- \$ 35.00 Designation of Registered Agent
- \$ 8.75 for a Certificate of Status
- \$ 52.50 for a Certified Copy of the Articles, as filed.

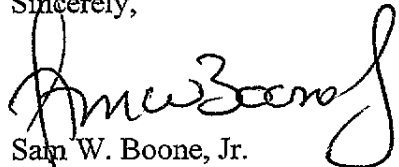
Please return the letter of acknowledgment, Certificate of Status and Certified Copy of the Articles, as filed, to:

Sam W. Boone, Jr.
1330 NW 6th Street, Suite "C"
Gainesville, FL 32601-2213

In the event there are any questions, please feel free to call the undersigned at 352.374.8308.

Thank you for your attention to this matter.

Sincerely,


Sam W. Boone, Jr.

SWBJr/dt

enclosures: as stated

L97-1398

Name	OR 12-15
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
97 DEC 10 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR MSL THEMING, L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: MSL THEMING, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 3324 W. University Ave, 133, Gainesville, FL 326607.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be for a period of thirty (30) years from the of the filing of its Articles of Organization unless sooner terminated or dissolved in accordance with these Articles of Organization or the Regulations.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Lucile Skelly
3722 SW 19th Street
Gainesville, FL 32608

Gary Miner
6793 W. Newberry Road, 317
Gainesville, FL 32605

Dan Long
6401 SE CR 234
Gainesville, FL 32641

ARTICLE V - Admission of Additional Members:

Additional persons or entities may be admitted to the L.C. as Members, and L.C. Interests may be issued to those additional Members, if a majority of L.C. interests of the current Members consent to the admission of the additional Members on such terms and conditions as determined by a majority of L.C. Interests of the Members and in accordance with these Articles of Organization and the Operating Agreement and Regulations. All new Members must sign a copy of the Operating Agreement and Regulations and agree to be bound by the terms of the Operating Agreement and Regulations Agreement.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the limited liability company may 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 with the consent of a majority of the remaining L.C. interests within ninety (90) days of the happening of that event.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 8th day of December, 1997.

 Organizer and Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of MSL THEMING, L.C. 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 \$ 3,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 3,000.00. This total includes amounts from 2 and 3 above.

Lucile Skelley, Member

Print Name Lucile Skelley

Daniel Long, Member

Print Name DANIEL LONG

G Miner, Member

Print Name G Miner

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Lucile Skelley, Daniel Long, and Garry Miner to me known to be the person(s) described in and who executed the foregoing instrument, and she/he acknowledged before me that she/he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 8th day of December, 1997.

(Notary Seal)

My Commission Expires



SAM W. BOONE, JR.
MY COMMISSION # CC387314 EXPIRES
June 26, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Sam W. Boone, Jr.
Notary Public, State of Florida at Large

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TALLAHASSEE, FLORIDA

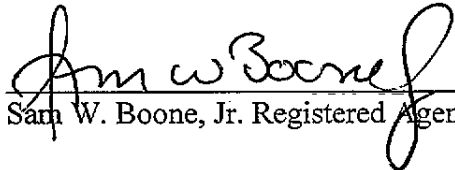
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: **MSL THEMING, L.C.**
2. The name and address of the registered agent and office is:

Sam W. Boone, Jr.
1330 NW 6th Street, Suite "C"
Gainesville, FL 32601-2213

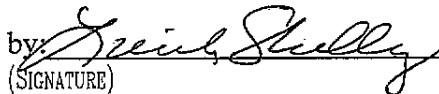
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.



Sam W. Boone, Jr. Registered Agent

12/8/97
(DATE)

MSL THEMING, L.C.

by:  12/08/97
(SIGNATURE) (DATE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA