

L980000000/36

ALAN F. GONZALEZ, P.A.

Attorney at Law

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Suite 300

Tampa, Florida 33604-5809

(813) 935-2552 FAX (813) 933-5836

January 7, 1998

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

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-01/12/98--01032--005

****337.50 ****337.50

RE: MARC HOLDING, L.C.

CM

Dear Sir:

~~804214P~~

Enclosed herewith please find two copies of the Articles of Organization with affidavit attached for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$337.50 to cover filing fees, etc.

Very truly yours,



ALAN F. GONZALEZ

AFG:et

Enclosures

FILED
98 JAN 29 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MARC HOLDING, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME AND ADDRESS

The name of this Limited Liability Company shall be: MARC HOLDING, L.C. The principal address shall be: 9221 Commercial Way, Brooksville, FL 34613. (Also mailing address).

ARTICLE II - DURATION

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to invest and manage real property investments in Florida, including related business and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Turnley Rucker and the registered office is 9221 Commercial Way, Brooksville, FL 34613.

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98 JAN 9 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 15, 1998

ALAN F. GONZALEZ, P.A.
ATTORNEY AT LAW
1602 WEST SLIGH AVE., SUITE 300
TAMPA, FL 33604-5836

SUBJECT: MARC HOLDING, L.C.
Ref. Number: W98000001014

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MARC HOLDING, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 298A00002305

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as such shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent and the transferee's interest is that of a managing (active, voting) member.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not

inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the company are:

<u>Name</u>	<u>Address</u>
Dlouhy Enterprises, Inc., a Florida corporation	19108 Powell Rd., Brooksville, FL 34609
Turnley Rucker, as Custodian for Matthew R. Dlouhy, under Florida Uniform Transfers to Minors Act, Sections 710.101, et seq, Fla. Stat.	9221 Commercial Way, Brooksville, FL 34613
Turnley Rucker, as Custodian for Amanda C. Dlouhy, under Florida Uniform Transfers to Minors Act, Sections 710.101, et seq, Fla. Stat.	9221 Commercial Way, Brooksville, FL 34613

ARTICLE X - CLASS OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in Article IX above. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the company business. The members of the Company shall be:

Active, Voting members:

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property</u> <u>Contributed</u>
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dlouhy Enterprises, Inc.,
a Florida corporation

2%

(See Exhibit "A")

Passive, Non-Voting Members

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property Contributed</u>
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Turnley Rucker, as Custodian
for Matthew R. Dlouhy, under
Florida Uniform Transfers to
Minors Act, Sections 710.101,
et seq, Fla. Stat.

48%

(See Exhibit A)

Turnley Rucker, as Custodian
for Amanda C. Dlouhy, under
Florida Uniform Transfers to
Minors Act, Sections 710.101,
et seq, Fla. Stat.

48%

(See Exhibit A)

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these
Articles of Organization at Hernando, Florida, for the foregoing uses and purposes this 16 day
of JANUARY, 1998.

Kim C. Perry
KIM C. PERRY, as President of Dlouhy
Enterprises, Inc., a Florida corporation, as an
Active, Voting Member

Turnley Rucker
TURNLEY RUCKER, as Custodian for
Matthew R. Dlouhy, as a Passive, Non-Voting
Member

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TALLAHASSEE, FLORIDA

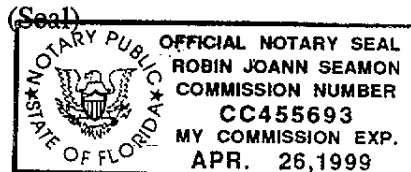
Turnley Rucker
TURNLEY RUCKER, as Custodian for
Amanda C. Dlouhy, as a Passive, Non-Voting
Member

STATE OF FLORIDA
COUNTY OF Hernando

BEFORE ME personally appeared, Kim C. Perry, acting in her capacity as President of Dlouhy Enterprises, Inc., a Florida corporation, as Active Voting Member, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that ~~she~~ ^{he} made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 29 day
of January, 1998.

Robin Joann Seamon
Notary Public
Commission No.
Commission Expires



STATE OF FLORIDA
COUNTY OF Hernando

BEFORE ME personally appeared, Turnley Rucker, as Custodian for Matthew R. Dlouhy and Amanda C. Dlouhy, as Passive, Non-Voting Member, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that ~~he~~ made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 16th day of January, 1998.

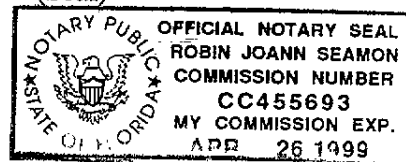
Robin Joann Seamon

Notary Public

Commission No.

Commission Expires

(Seal)



ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Organization of MARC HOLDING, L.C., as the registered agent of this limited liability company, hereby consents to her appointment as registered agent of the company.

Turnley Rucker
Turnley Rucker
REGISTERED AGENT

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98 JAN 29 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

Name of Member	Type of Member	Ownership % of LLC	Cash or Property Contributed
Dlouhy Enterprises, Inc., a Florida corporation	Active, Voting Managing	2%	interest in *
Turnley Rucker, as Custodian of Matthew R. Dlouhy	Passive, Non-Voting Non-Managing	49%	interest in *
Turnley Rucker as Custodian of Amanda C. Dlouhy	Passive, Non-Voting Non-Managing	49%	interest in **

* See Schedule B attached hereto.

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98 JAN 29 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MARC HOLDING, 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 \$0.00.

3) if any, the agreed value of property other than cash contributed by member(s) is \$147,000.00.

See schedule B attached hereto for legal description.

4) the amount of cash or property anticipated to be contributed by member(s) is \$0.00.

5) the total amounts of 2, 3 and 4 above is \$147,000.00.

William T. Rucher Jr.

Signature of a member or authorized representative of
a member

(In accordance with Section 608.408(d), Fla. Stat., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE B

<u>Description</u>	<u>Fair Market Value</u>
19108 Powell Rd. Brooksville, FL (Hernando Cty) (W 1/2 of E 1/2 of NW 1/4 of NW 1/4 Less R/W 572, O.R. Book 1326 + O.R. Book 557 Pg. 1329, ID No. R16-423-19-0000-0021-0000)	\$120,000.00
Crum Rd. Parcel #1 (Hernando Cty) (S 1/2 of SW 1/4 of NW 1/4 of NW 1/4 of Section 16, Township 23, Range 19, DES IN OR 667, Pg 1675 ID No. R16-423-19-0000-0020-0020)	10,000.00
Crum Rd. Parcel #2 (Hernando Cty) (E 1/2 of N 1/2 of SW 1/4 of NW 1/4 of NW 1/4 of Section 16, Township 23, Range 19, DES in O.R. 667, Pg. 1670, ID No. R16-423-19-0000-0020-0010)	5,000.00
Saturn Rd. (Hernando Cty) (ATR 317 x 340 Ft. MOL in NE 1/4 of NE 1/4 Section 16, Township 23, Range 19, DES in OR 744, Pg 61, ID No. R16-423-19-0000-0530-0080)	12,000.00
Total	<hr/> \$147,000.00

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TALLAHASSEE, FLORIDA