



THE UNITED STATES
CORPORATION
COMPANY

L98000000291

ACCOUNT NO. : 072100000032

REFERENCE : 729593 80354A

AUTHORIZATION :

COST LIMIT : \$ ~~285.00~~

Patricia Pujat

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -5 PM 4:15

ORDER DATE : March 5, 1998 *293.75*

ORDER TIME : 10:16 AM

ORDER NO. : 729593-005

CUSTOMER NO: 80354A

CUSTOMER: Mr. Randolph J. Rush
WINDERWEEDLE HAINES WARD &
WOODMAN, PA
250 Park Avenue South, 5th Flo
P.o. Box 880
Winter Park, FL 32790-0880

300002448013--6

698A00012297

DOMESTIC FILING

NAME: REGENCY WALL, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

W98000004981

(9)

RECEIVED
98 MAR -5 AM 11:29
DIVISION OF CORPORATIONS

137K
3/5/98



RECEIVED
MAR 10 PM 12:29
FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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March 6, 1998

ANDREW CUMPER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: REGENCY WALL, L.C.
Ref. Number: W98000004981

We have received your document for REGENCY WALL, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

In addition to the ARTICLES OF ORGANIZATION, the company must complete an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. We realize that some of the information required in the Affidavit is contained in this company's ARTICLES OF ORGANIZATION, but the ARTICLES do not contain ALL the information that we must obtain.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00012297

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF ORGANIZATION

OF

REGENCY WALL, L.C.

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DIVISION OF CORPORATIONS
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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is:

REGENCY WALL, L.C.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from March 2, 1998 until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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4. ADDRESS OF PRINCIPAL OFFICE.

The mailing and street address of the principal office in Florida of the Limited Liability Company is: 9250 Sidney Hayes Road, Orlando, Florida 32824.

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Randolph J. Rush, Esq., Winderweedle, Haines, Ward & Woodman, P.A., 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789.

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows:

\$300.00

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. MEMBERS.

The Limited Liability Company has at least two members.

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9. ADDITIONAL MEMBERS.

Members may admit additional members upon unanimous agreement of the then existing members.

10. TRANSFERABILITY OF INTERESTS.

Unless otherwise unanimously agreed to by the members, if all of the other members of the limited liability company other than the member proposing to dispose of its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

11. CONTINUITY OF BUSINESS UPON DEATH, RETIREMENT, RESIGNATION, EXPULSION, OR DISSOLUTION.

Upon the death, retirement, resignation, expulsion, 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 (other than bankruptcy), the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

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12. CONTINUITY OF BUSINESS UPON BANKRUPTCY.

Upon the bankruptcy of a member, the business of the Limited Liability Company shall be continued without the necessity of obtaining further consent of the members.

13. MANAGEMENT.

The Limited Liability Company is to be managed by its members. The names and address of the managing members are as follows:

1. Richard A. Pruitt
9250 Sidney Hayes Road
Orlando, Florida 32824
2. Dennis K. Towell
9250 Sidney Hayes Road
Orlando, Florida 32824
3. E&D Investment Company, a Nevada Corporation
1803 Park Center Drive, Suite 205
Orlando, FL 32835

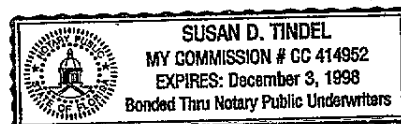
Frederick Executed at Orange County, Florida on the 4 day of March, 1998.

Dennis K. Towell
Dennis K. Towell,
Member/Manager

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was sworn to and acknowledged before me this 4th day of March, 1998, by DENNIS K. TOWELL, as member/manager of REGENCY WALL, L.C., a Florida Limited Liability Company to be formed, who is personally known to me or who produced Florida Driver License as identification.

Susan D. Tindel
NOTARY PUBLIC
My Commission Expires:

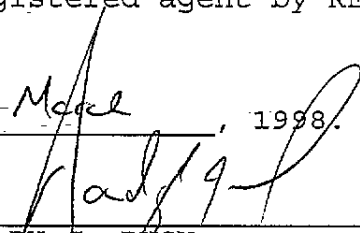


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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of REGENCY WALL, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and is familiar with and accepts the obligations imposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by REGENCY WALL, L.C.

Executed this 4th day of March, 1998.



RANDOLPH J. RUSH
Registered Agent

AFFIDAVIT

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The undersigned, who is a member of REGENCY WALL, L.C. (the "Company") declares that the Company has at least two (2) members and that the capital contributions of the members of the Company are as follows:

1. The members have made cash capital contributions in the following amounts:

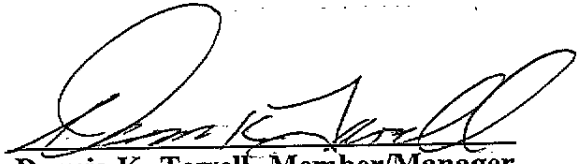
<u>Name of Member</u>	<u>Amount of Contribution</u>
Richard A. Pruitt	\$ 100.00
Dennis K. Towell	\$ 100.00
E&D Investment Company, a Nevada corporation	\$ 100.00

2. It is anticipated that the members listed below will make capital contributions in the future in the following amounts:

<u>Name of Member</u>	<u>Amount of Contribution</u>
Richard A. Pruitt	\$ -0-
Dennis K. Towell	\$ -0-
E&D Investment Company, a Nevada corporation	\$ -0-

No non-cash property has been or will be contributed by the members.

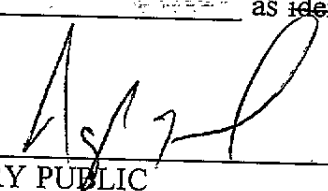
Dated: March ⁹____, 1998
Winter Park, Florida


Dennis K. Towell, Member/Manager

STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to and subscribed before me this 9th day of March, 1998, by Dennis K. Towell as Member/Manager of Regency Wall, L.C., who is personally known to me, or who produced _____ as identification.


NOTARY PUBLIC

My Commission Expires:



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