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REFERENCE: 743739 82475A

AUTHORIZATION:

COST LIMIT : \$ PREPAID

ORDER DATE: March 17, 1998

ORDER TIME : 11:25 AM

CUSTOMER NO:

ORDER NO. : 743739-005

CUSTOMER: Edgar M. Dunn, Jr., Esq DUNN ABRAHAM & SWAIN

82475A

347 South Ridgewood Avenue

Daytona Beach, FL 32114

DOMESTIC FILING

NAME: ROLLING RECREATIONS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

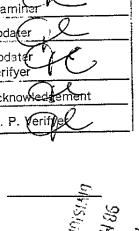
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Verifyer

****285.00 ****285.00



LAW OFFICES

DUNN, ABRAHAM & SWAIN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS 347 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114

TELEFAX (904) 255-8521
E-MAIL: Dunn.Swain@worldnet.att.net
TELEPHONE (904) 258-1222

March 16, 1998

OF COUNSEL

WM. AMORY UNDERHILL
ADMITTED IN FLA. & D.C.

ADMITTED IN CONN., D.C. & FLA.

Florida Department of State Division of Corporations Domestic Filing Section 409 East Gaines Street Tallahassee, Florida 32301

EDGAR M. DUNN, JR., P.A.

CATHERINE G. SWAIN, P.A.

ROBERT ABRAHAM, P.A.

SUZANNE A. NOVAK

Re:

Rolling Recreations, L.C. Our File No. C-4061-1

Dear Ladies and Gentlemen:

Enclosed are:

- (a) Original of the Articles of Organization of Rolling Recreations, L.C.
- (b) Our firm's check, made payable to the "Florida Department of State", in the amount of \$285.00 to cover filing the Articles of Organization.

The Articles of Organization are delivered to the Florida Department of State for filing, in accordance with the Florida Business Corporation Act. Please file the Articles and issue a certificate of incorporation effective as of the date shown in the Articles.

If you have any questions about these documents, please call the undersigned attorney.

Sincerely,

Edgarf M. Dunn, Jr.

EMD:chs
Enclosures
c: John Thomas Strickland, III
[N\C\4061-1]Corp.Ltr

ROLLING RECREATIONS, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and cause to be filed with the Florida Department of State the following articles of organization [the "Articles"].

ARTICLE I. (Name of Company)

The name of the limited liability company shall be ROLLING RECREATIONS, L.C. [the "Company"].

ARTICLE II (Mailing and Street Address of Principal Office)

The mailing address and street address of the principal office of the Company shall be 2222 Edgewood Drive South, Lakeland, Florida 32803.

ARTICLE III (Duration of Corporate Existence)

The Company shall commence its existence on the date these Articles are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles.

ARTICLE IV (Registered Office and Agent of Company)

[N\C\4061-1]Articles

The name and street address of the registered agent of the Company in the State of Florida is **John Thomas Strickland**, **III**, 343 Daytona Avenue, Holly Hill, Florida 32117.

ARTICLE V (Capital Contributions)

The members of the Company shall contribute to the capital of the Company-the cash or property set forth in Schedule of Member Initial Contributions that is attached to these Articles as Exhibit "A".

ARTICLE VI (Additional Capital Contributions)

From time to time, each member shall make additional capital contributions to the Company. These additional contributions shall be made in accordance with the written demand or call of a majority in interest of the members of the Company. As used in these Articles, a "majority in interest of the members" means fifty percent plus one of the interest of the members allocated in proportion to their net capital contributions to the Company as provided in section 608.422, Florida Statutes.

ARTICLE VII (Admission of New Members)

No additional members shall be admitted to the Company except with the written consent of a majority in interest of the members of the Company and only then upon such terms and conditions as may be determined by such majority group of 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 of the Company unless otherwise authorized by a majority in

interest of the members of the Company.

ARTICLE VIII (Continuation of Company's Business By Consent)

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or on 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 a majority in interest of the members of the Company, and only if there are at least two individual members of the Company remaining.

ARTICLE IX (Management of Company's Affairs)

The management of the Company shall be vested in the members in proportion to their respective contribution to the Company's capital. The members shall manage the Company in accordance with these Articles and regulations adopted and amended, from time to time, by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with law or these Articles. The names and addresses of the members of the Company are:

Name of Member	Address of Member
John Thomas Strickland, III	343 Daytona Avenue Holly Hill, Florida 32117
Debbie Jo Strickland	343 Daytona Avenue Holly Hill, Florida 32117

IN WITNESS WHEREOF, the undersigned organizer and member has executed

these Articles at Daytona Beach, Florida, on March 16, 1998.

JOHN THOMAS STRICKLAND III

a member

[the "Organizer"]

ACKNOWLEDGEMENT OF EXECUTION OF ARTICLES

STATE OF FLORIDA COUNTY OF VOLUSIA

The execution of the Articles of Organization was acknowledged before me by JOHN THOMAS STRICKLAND III, who is known to me, as a member and the Organizer of ROLLING RECREATIONS, L.C., a Florida limited liability company, on March 16, 1998.



Carol H. Smith MY COMMISSION # CC625278 EXPIRES May 23, 2001 BONDED THRU TROY FAIN INSURANCE, INC.

(Notary's Public Seal)

Notary Public, State of Florida

Typewritten Name

EXHIBIT "A"

SCHEDULE OF MEMBERS' INITIAL CONTRIBUTIONS

The below-named members of ROLLING RECREATIONS, L.C. made initial contributions to the capital of the Company on the dates and in the amounts indicated as follows:

Name of Member	Amount of Contribution
John Thomas Strickland, III	\$ 600
Debbie Jo Strickland	\$ 400
Total	\$1,000

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member (or authorized representative of a member) of

ROLLING RECREATIONS, L.C. states under oath as follows:

- 1. My name is John Thomas Strickland, III, and I am a member of Rolling Recreations, L.C. [the "Company"].
 - 2. The Company has two members.
- 3. The total amount of the cash contributed by the members of the Company is \$1,000.
- 4. The agreed value of property (other than cash) contributed by a member or members of the company is \$-0-. A description of the property is attached hereto and made a part hereof.
- 5. The total amount of the cash or property anticipated to be contributed by the members of the Company is \$1,000. This total includes amounts from paragraphs 3 and 4 above.

John Thomas Strickland, III

(the "Affiant")

STATE OF FLORIDA COUNTY OF VOLUSIA

SWORN TO OR AFFIRMED and subscribed by JOHN THOMAS STRICKLAND, III, who is personally known to me, this 16th day of March, 1998.

Carol H. Smith MY COMMISSION # CC625278 EXPIRES May 23, 2001 BOHDED THRU THOY PAIN INSURANCE, INC

Notary Public, State of Florida

(Notary's Public Seal)

Typewritten Name

ACCEPTANCE OF REGISTERED AGENT

I, JOHN THOMAS STRICKLAND, III, being the person named in the Articles of Organization of ROLLING RECREATIONS, L.C., as the Registered Agent of this limited liability company, hereby consent to accept service of process for the Company at the place designated in the Articles of Organization, and do hereby accept the appointment as Registered Agent and agree to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties imposed by law on me, and to become familiar with and accept the obligations of the position of Registered Agent.

DATED as of March 16, 1998.

QHN THOMAS STRICKLAND, III

as Registered Agent