

L98000000487



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 754173 7117307

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 337.50

ORDER DATE : March 24, 1998

ORDER TIME : 3:04 PM

ORDER NO. : 754173-005

CUSTOMER NO: 7117307

CUSTOMER: Mr. Michael Eberhardt  
MR. MICHAEL C. EBERHARDT

5909 Yardley Court

Dallas, TX 75248

900002493119--9

DOMESTIC FILING

NAME: FMM DEVELOPEMENT GROUP LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

|                 |                                   |
|-----------------|-----------------------------------|
| Name            | 4/20/98 XX                        |
| Availability    | dec                               |
| Document        | CERTIFIED COPY                    |
| Examiner        | CONTACT PERSON: Christopher Smith |
| Updater         | EXAMINER'S INITIALS:              |
| Updater         |                                   |
| Verifier        |                                   |
| Acknowledgement | DCC                               |
| W. P. Verifier  | DCC                               |

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RECEIVED  
98 APR 28 10:20 PM  
DEPARTMENT OF STATE  
DIVISION OF ADAMS & BENEFIT FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

FMM DEVELOPEMENT GROUP LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 5909 Yardley Court, Dallas, Texas 75248.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32391 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

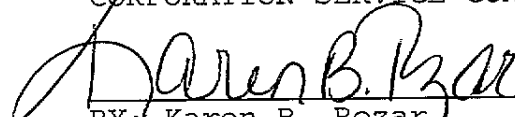
The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

|                              |  |
|------------------------------|--|
| Member: Michael C. Eberhardt | 5909 Yardley Court,<br>Dallas, Texas 75248             |
| Fred Carlson                 | 2409 Pine Island Court,<br>Jacksonville, Florida 32224 |

FILED  
98 APR 20 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member of  
FMM DEVELOPEMENT GROUP LLC hereby executes these articles of  
organization on this 17TH Day of APRIL 1997.

CORPORATION SERVICE COMPANY

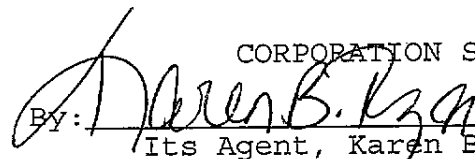
  
BY: Karen B. Rozar  
as its agent as authorized  
representative of

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation, is  
authorized to transact business in this State, having its  
business office identical with the registered office of the  
Limited Liability Company named above, and having been  
designated as the registered agent in the above and foregoing  
articles, is familiar with and accepts the obligations  
of the position of registered agent under Section 608.11 or  
608.507 Florida Statutes.

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98 APR 20 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

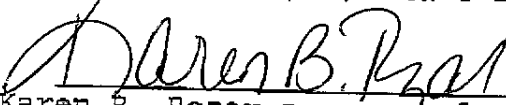
Dated: April 17, 1998

CKS

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FMM DEVELOPEMENT GROUP LLC 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 \$5,000:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$25,000:
- 5) the total amount of 2, 3, and 4 is: \$30,000



Karen B. Rozar as agent for Corporation  
Company in its capacity as authorized  
representative of a member of FMM DEVELOPEMENT GROUP LLC

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TALAHUE  
FLORIDA

98 APR 20 PM 2:20

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of FMM DEVELOPEMENT GROUP LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matter described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 13<sup>th</sup> day of April, 1998.

Sharron Chiado

WITNESS

SHARRON CHIADO

TYPED OR PRINTED NAME

Andrea Budz

WITNESS

ANDREA BUDZ

TYPED OR PRINTED NAME

Michael C. Eberhardt

SIGNATURE

MICHAEL C. EBERHARDT

TYPED OR PRINTED NAME

DWL

FILED  
APR 20 PM 2:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA