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BOOTH AND COOK, P.A.
ATTORNEYS AT LAW

STEPHEN C. BOOTH
J. HARRIS COOK

Ridgewood Executive Center
7510 Ridge Road
Port Richey, Florida 34668
Telephone: 813/842-9105
Fax: 813/848-7601

May 13, 1998

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***285.00 ***285.00

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Explorers Investment Group, L.C.

To Whom It May Concern:

Enclosed herein please find original and copy of Articles of Organization for **Explorers Investment Group, L.C.** for filing. Also enclosed is my check in the amount of \$285.00 to cover costs. I would request that you please return the enclosed copy of Articles to me indicating the date of filing.

Your prompt attention to this matter is appreciated.

Very truly yours,


ROXANNE BARTZ

Name	Legal Assistant
Availability	5/15/98 Oce
Document Examiner	Doc
Updater	Doc
Updater Verifier	?
Acknowledgement	Doc
W. P. Verifier	Doc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ridgewood Executive Center
7510 Ridge Road
Port Richey, Florida 34668
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Fax: 813/848-7601

May 21, 1998

Florida Dept. of State
Division of Corporations
409 E. Gaines Street, P.O. Box 6327
Tallahassee, FL 32399
Attn: Diane Cushing
Corporate Specialist

Re: **Explorers Investment Group, L.C.**

Dear Ms. Cushing:

Pursuant to your letter, a copy of which is enclosed herein, please find the following:

1. Original and copy of Articles of Organization of **Explorers Investment Group, L.C.** which indicate the principal office address and the mailing address for this limited liability company.
2. Affidavit of Membership and Contributions.
3. Acceptance of Registered Agent.

I would request that you please return the enclosed copy of Articles to me indicating the date of filing.

Your prompt attention to this matter is appreciated.

Very truly yours,



ROXANNE BARTZ
Legal Assistant



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 15, 1998

ROXANNE BARTZ
BOOTH AND COOK, P.A.
7510 RIDGE ROAD
PORT RICHEY, FL 34668

SUBJECT: EXPLORERS INVESTMENT GROUP, L.C.
Ref. Number: W98000011085

We have received your document for EXPLORERS INVESTMENT GROUP, L.C. and your check(s) totaling \$285.00. 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 registered agent must sign accepting the designation.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 598A00027144

ARTICLES OF ORGANIZATION
OF
EXPLORERS INVESTMENT GROUP, L.C.

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the Florida Limited Liability Company Act, F. S. Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS: The name of the limited liability company shall be **Explorers Investment Group, L. C.** and its principal office shall be located at 7241 Tanglewood Drive, New Port Richey, FL 34654 but it shall have the power and authority to establish branch offices at other places as the members may designate and the mailing address of the Limited Liability Company is the same.

ARTICLE II. PURPOSES AND POWERS: Beside the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carry on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS: All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT: This limited liability 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 the articles of organization. The names and addresses of the members of the company are as follows:

NAME:

1. Gupta Family - Limited Partnership
D. L. L. G., Inc., General Partner
Lalit Gupta, President

ADDRESS:

3520 Shoreline Avenue
Palm Harbor, FL 34684

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- | | |
|---|---|
| 2. Charles Anthony and LaSandra Anthony
as Tenants by the entirety | 1026 South Point Alexis Drive
Tarpon Springs, FL 34689 |
| 3. Carlos A. Zubillaga as Trustee of
Carlos A. Zubillaga, M. D., P. A. Money
Purchase Pension and Profit Sharing Plan | 4620 Professional Loop
New Port Richey, FL 34652 |
| 4. Angel Rosario as Trustee of the
Angel Rosario M.D., P.A. Money Purchase Plan
and Profit Sharing Plan | 5307 Main Street
New Port Richey, FL 34652 |
| 5. Nancy B. Hoger as Trustee of the
Nancy B. Hoger Revocable Trust
Dated May 15, 1996 | 7241 Tanglewood Drive
New Port Richey, FL 34654 |
| 6. Nancy B. Hoger as custodian for the
Nancy B. Hoger Individual Retirement
Account (I.R.A.) | 7241 Tanglewood Drive
New Port Richey, FL 34654 |
| 7. Ricardo Ubillus and Mercedes Ubillus
as Tenants by the Entirety | 5326 Gulf Drive
New Port Richey, FL 34652 |
| 8. Norman G. Hoger as Trustee of the
Norman G. Hoger Revocable Trust
Dated May 15, 1998 | 7241 Tanglewood Drive
New Port Richey, FL 34654 |
| 9. Norman G. Hoger as Trustee of the
Norman G. Hoger M. D., P. A.,
Profit Sharing Plan | 7241 Tanglewood Drive
New Port Richey, FL 34654 |
| 10. Mary Beth Duke | 3453 Mevel Place
LaCrescenta, CA 91214 |
| 11. Alan G. Safranek, Jr. and Mary Ann Safranek
as Tenants by the Entirety | 7000 U. S. Highway 19
New Port Richey, FL 34652 |
| 12. Michael Ryan, as Trustee of the
Village Homes of Pasco, Inc.
Profit Sharing Plan and Trust | P. O. Box 1119
Elfers, FL 34680 |
| 13. Jack Bergsieker and Cinda Bergsieker
as Tenants by the Entirety | 8371 Curnell Road
Dora, AL 35062 |

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ARTICLE V. MEMBERSHIP RESTRICTIONS: Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS: Capital contributions shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by a majority of the ownership interests.

ARTICLE VII. PROFIT AND LOSSES:

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conduction the business of the limited liability company. Each member shall be entitled to a proportionate distributive share of the profits or to the distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, according to their percentage of ownership.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in their proportionate distributive shares.

ARTICLE VIII. DURATION: The 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 be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT: The address of the initial registered office of the limited liability company is Norman G. Hoyer, and the name of the company's initial registered agent at that address is 7241 Tanglewood Drive, New Port Richey, FL 34654. The undersigned, being the original members of the limited liability, certify this instrument constitutes the proposed Articles of Organization of Explorers Investment Group, L. C..

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Port Richey, Florida, on the 12th day of ~~April~~ May, 1998.

NAMES OF ORGANIZERS

1. [Signature]
Gupta Family - Limited Partnership
By: D. L. L. G., Inc., General Partner
By: Lalit Gupta, President

6. [Signature]
Ricardo Ubillus
[Signature]
Mercedes Ubillus

2. [Signature]
Charles Anthony
[Signature]
LaSandra Anthony

7. [Signature] D. Hoyer
Norman G. Hoyer, as Trustee of the
Norman G. Hoyer Revocable Trust
Dated : May 15, 1996

3. [Signature]
By: Carlos A. Zubillaga, as Trustee
of Carlos A. Zubillaga, M. D., P. A. Money
Purchase Pension and Profit Sharing Plan

8. [Signature] D. Hoyer
Norman G. Hoyer, as Trustee of the
Norman G. Hoyer, M.D., P.A.
Profit Sharing Plan & Resident Agent

4. [Signature]
Nancy B. Hoyer as Trustee of the
Nancy B. Hoyer Revocable Trust
Dated May 15, 1996

9. [Signature]
Alan G. Safranek, Jr.
[Signature]
Mary Ann Safranek

5. [Signature]
Nancy B. Hoyer as custodian for the
Nancy B. Hoyer Individual Retirement
Account (I.R.A.)

10. [Signature]
Michael Ryan, as Trustee of the
Village Homes of Pasco, Inc.
Profit Sharing Plan and Trust

11. [Signature]
Angel Rosario as Trustee of the
Angel Rosario, M. D., P. A.
Money Purchase Plan and Profit
Sharing Plan

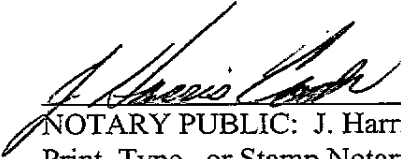
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TALLAHASSEE, FLORIDA

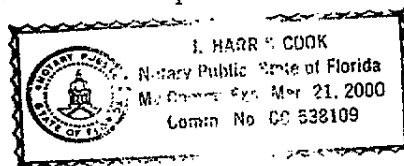
STATE OF FLORIDA:
COUNTY OF PASCO:

The foregoing instrument was acknowledged before me this 12th day of May, 1998 by the following named persons:

1. Gupta Family - Limited Partnership By: Latit Gupta, as President of D. L. L. G., Inc., the General Partner;
2. Charles Anthony and LaSandra Anthony;
3. Carlos A. Zubillaga as Trustee of Carlos A. Zubillaga, M. D., P. A. Money Purchase Pension and Profit Sharing Plan;
4. Angel Rosario as Trustee of the Angel Rosario, M.D., P.A. Money Purchase Plan and Profit Sharing Plan;
5. Nancy B. Hoger as Trustee of the Nancy B. Hoger Revocable Trust Dated May 15, 1996;
6. Nancy B. Hoger as custodian for the Nancy B. Hoger Individual Retirement Account(I.R.A.);
7. Ricardo Ubillus and Mercedes Ubillus;
8. Norman G. Hoger as Trustee of the Norman G. Hoger Revocable Trust Dated May 15, 1996; and as Resident Agent.
9. Norman G. Hoger as Trustee of the Norman G. Hoger M. D., P. A., Profit Sharing Plan;
10. Alan G. Safranek, Jr and Mary Ann Safranek; and
11. Michael Ryan, as Trustee of the Village Homes of Pasco, Inc. Profit Sharing Plan and Trust;

who have produced a Florida Driver's License as identification.


NOTARY PUBLIC: J. Harris Cook
Print, Type, or Stamp Notary Name
My Commission Expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **Explorers Investment Group, 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 \$ 100,000.00 .
3. If any, the agreed value of property other than cash contributed by member(s) is \$ None A description of the property, if any, is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$ 800,000.00 This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: May 21, 1998.

Norman G. Hoger
Norman G. Hoger

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 21st day of May, 1998, by the following named person Norman G. Hoger, as Trustee of the Norman G. Hoger Revocable Trust dated May 15, 1996, who has produced a Florida Driver's License as identification.

Roxanne Bartz
NOTARY PUBLIC
Roxanne Bartz
My Commission CC733647
Expires April 14, 2002
Print, Type, or Stamp Notary Name
My Commission Expires:

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Explorers Investment Group, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Ma. J. Hoger

Norman G. Hoger
Registered Agent

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