

L98000001041

LAW OFFICES OF
MITCH DEVER, P.A.

1813 THOMAS DRIVE
PANAMA CITY BEACH, FLORIDA 32408

MITCH DEVER

ADMITTED
TO PRACTICE
IN FLORIDA & ALABAMA

P.O. BOX 9811
PANAMA CITY BEACH, FL 32417

PHONE: (850) 234-5555
FAX (850) 234-7677

June 15, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32313

600002562446--5
-06/17/98--01035--012
*****250.00 *****250.00

600002562446--5
-07/13/98--01148--001
*****35.00 *****35.00

Re: Kids Quest, L.C. - Articles of Organization for
Florida Limited Liability Company

Gentlemen:

W98-14058

Enclosed please find the original and one copy of the Articles
of Organization for Florida Limited Liability Company for the
above-referenced corporation and my check in the amount of \$250.00.

Sincerely,

14

CM

Mitch Dever

SMD/md
Enclosures

FILED
98 JUL 14 PM 2:09
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1998

MITCH DEVER, P.A.
P.O. BOX 9811
PANAMA CITY BEACH, FL 32417

SUBJECT: KIDS QUEST, L.C.
Ref. Number: W98000014058

FILED
98 JUL 14 PM 2:09
TALLAHASSEE, FLORIDA

We have received your document for KIDS QUEST, L.C. and your check(s) totaling \$250.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00 for the designation of the registered agent.

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: 398A00033875

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

Article I

The name of the Limited Liability Company is Kids Quest, L.C.

Article II

The mailing address and street address of the principal office of the Limited Liability Company is 708 Thomas Drive in Panama City Beach, Florida 32408.

Article III

The period of duration for the Limited Liability Company shall be perpetual.

Article IV

The Limited Liability Company is to be managed by one of the members and the name and address of the managing member is Shirley R. Jones and who resides at 122 Hombre Circle in Panama City Beach, Florida 32407.

Article V - Admission of Additional Members

The right of the members to admit additional members and the terms and conditions of the admission of additional members shall be left to the discretion of the members; however, a unanimous vote shall be required to admit additional members.

Article VI - Members Rights to Continue Business

The right of the remaining members of the Limited Liability Company to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, 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 shall be left to the discretion of the remaining members; however, a unanimous vote shall be required to continue the business.

FILED
98 JUL 14 PM 2:03
TALLAHASSEE, FLORIDA

Article VII - Affidavit of Membership and Contributions

The undersigned member of Kids Quests, L.C. certifies:

- (1) The above named Limited Liability Company has at least three members.

John Scaroboro 25%
Sam Thompson 25%
Shirley Jones 50%

- (2) The total amount of cash contributed by the members is \$143,000.00.
- (3) The agreed upon value of the property, other than the cash contributed by the members, is \$520,000.00.
(A description of the property is attached and made a part hereto).
- (4) The total amount of cash and property contributed and anticipated to be contributed by the members is \$143,000.00.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and accurate.

Shirley R. Jones
Shirley R. Jones


STATE OF FLORIDA
COUNTY OF BAY

SWORN TO and subscribed before me this the 15th day of June, 1998.

Mary F. Douglas
Notary Public (signature)

My commission expires:

Notary Public (printed name)

 Mary F Douglas
My Commission CC735826
Expires April 21, 2002

FILED
98 JUL 14 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

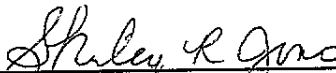
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Kids Quest, L.C.
2. The name and address of the registered agent and office is:

Shirley R. Jones
122 Hombre Circle
Panama City Beach, Florida 32407

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Shirley R. Jones

FILED
58 JUL 14 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Instrument Prepared by: Wanda D. Fischer,
An Officer of Bay County Land & Abstract Co., Inc. (800/802),
011-C W. 23rd Street, Panama City, FL 32405,
For Purposes of Title Ins.
File # 800-143269
Parcel ID # 27921-261-000

FILE# 97-008344
BAY COUNTY, FLORIDA

DEED DOC STAMPS 560.00
02/25/97 DW Deputy Clk

** OFFICIAL RECORDS **
BOOK: 1690 PAGE: 1551

Warranty Deed

(The terms "grantor" and "grantee" herein shall be construed to include all genders and singular or plural as the context indicates.)

Made February 24, 1997, BETWEEN

Linda S. Grantham
whose post office address is 3200 State Ave Panama City, Florida 32405 of the County of Bay, State of Florida, grantor, and

Shirley R. Caldwell (SS#: 254-86-6423
whose post office address is 122 Hombre Circle Panama City Beach, Florida 32407 of the County of Bay, State of Florida, grantee,

WITNESSETH: That the said grantor, for and in consideration of the sum of Ten (\$10.00) Dollars, and other good and valuable considerations to said grantor in hand paid by said grantee, the receipt whereof is hereby acknowledged, has granted, bargained and sold to the said grantee, and grantee's heirs, successors and assigns forever, the following described land, situate, lying and being in Bay County, Florida to-wit:

Lot 18, in Block B, according to the plat of Thomas Drive Park Unit One, as recorded in Plat Book 11, Page 62 in the Office of the Clerk of the Circuit Court of Bay County, Florida.

Subject to easements and restrictions of record, if any, which are specifically not extended or reimposed hereby. Subject to 1997 taxes and assessments.

This is not the homestead of the grantor, she resides at 3200 State Ave. ✓
Panama City, Fla. 32405

and said grantor does hereby fully warrant the title to said land, and will defend the same against the lawful claims of all persons whomsoever.

This Instrument Prepared by: Pat Diamond,
An Officer of Bay County Land & Abstract Co., Inc. (804),
8128 Front Beach Road, Suite A, Panama City Beach, Florida 32407,
For Purposes of Title Ins.
File # 804-146395
Parcel ID # 27921-261-000

FILED
98 JUL 16 PM 2:09
STONE MOUNTAIN
TALLAHASSEE, FLORIDA

Quit Claim Deed

Wherever used herein, the term "party" shall include the heirs, personal representatives, successors and/or assigns of the respective parties hereto; the use of the singular number shall include the plural and the singular; the use of any gender shall include all genders.

Made this 25th day of August, 1997, BETWEEN

Shirley R. Caldwell

whose post office address is: 122 Hombre Circle, Panama City Beach, Florida 32407
of the County of Bay, and State of Florida, party of the first part, and

Kids Quest, Inc.

whose post office address is: 122 Hombre Circle, Panama City Beach, Florida 32407, of the
County of Bay and State of Florida, party of the second part.

WITNESSETH, that the said party of the first part, for and in consideration of the sum of
TEN Dollars, in hand paid by the said party of the second part, the receipt whereof is
hereby acknowledged, has remised, released and quitclaimed, and by these presents does
remise, release and quitclaim unto the said party of the second part all the right, title,
interest, claim and demand which the said party of the first part has in and to the
following described lot(s), piece(s) or parcel(s) of land, situate lying and being in the
County of Bay State of Florida, to-wit:

Lots 19 and 20, in Block "B", according to the plat of Thomas
Drive Park Unit One, as recorded in Plat Book 11, Page 62 in the
Office of the Clerk of the Circuit Court of Bay County, Florida.

TO HAVE AND TO HOLD the same, together with all and singular the appurtenances
thereunto belonging or in anywise appertaining, and all the estate, right, title, interest
and claim whatsoever of the said party of the first part either in law or equity, to the
only proper use, benefit and behoof of the said party of the second part.