

L98000001622



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 914445 4656E

AUTHORIZATION :

COST LIMIT : \$ 285.

Patricia Pizit

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TALLAHASSEE, FLORIDA

98 AUG -4 AM 11:29

FILED

ORDER DATE : August 3, 1998

ORDER TIME : 4:57 PM

ORDER NO. : 914445-015

CUSTOMER NO: 4656E

CM

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

700002606447--0

DOMESTIC FILING

NAME: HISTORICAL ARTIFACTS MUSEUM,
L.L.C.

FILE SECOND

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 AUG -4 AM 8:40

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 5, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HISTORICAL ARTIFACTS MUSEUM, L.L.C.
Ref. Number: W98000017791

TALLAHASSEE, FLORIDA

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We have received your document for HISTORICAL ARTIFACTS MUSEUM, L.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:

The FIFTH Item in the Articles document lists a MAILING ADDRESS for the company. But it MUST ALSO list a PRINCIPAL OFFICE ADDRESS.

The THIRD Item indicates that the NAMES and STREET ADDRESSES of the MANAGERS are listed Exhibit A. But the present Exhibit A only lists the NAMES. Please list a STREET ADDRESS for each MANAGER.

The AFFIDAVIT is also not complete. The AFFIDAVIT should be titled "AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS." And it must contain THREE MONEY AMOUNTS. It must list the total amount of cash contributed by the members to date. Then it must list the total value of any property contributed by the members to date. If this amount is ZERO, it must be stated that this amount is ZERO. If property has been contributed, then a BRIEF DESCRIPTION of the property should accompany your AFFIDAVIT.

Finally, the AFFIDAVIT should list the TOTAL AMOUNT OF CASH AND PROPERTY CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE MEMBERS.

You may wish to use our AFFIDAVIT form as a guide.

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: 898A00040973

**STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
HISTORICAL ARTIFACTS MUSEUM, L.L.C.**

These Articles of Organization of **HISTORICAL ARTIFACTS MUSEUM, L.L.C.**, a Florida limited liability company (the "Company"), dated as of the 1st day of August, 1998, are being duly executed and filed by Doug Marcille, the organizer, authorized to form a limited liability Company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes) (the "Florida Act").

FIRST: The name of the limited liability Company is **HISTORICAL ARTIFACTS MUSEUM, L.L.C.**

SECOND: The nature of the business to be transacted and the purposes to be promoted or carried out by the Company, is to engage in any lawful act or activity for which limited liability companies may be formed under the Florida Act, and by such statement all lawful acts and activities shall be within the purposes of the Company's business as permitted under the Florida Act.

THIRD: The Company is to be managed by managers who together form a committee (the "Management Committee"), and who shall serve in this capacity until the first annual meeting or until their successors are duly elected and qualified. The names and address of the initial managers on the Management Committee are set forth on Exhibit A, attached hereto and made a part hereof.

FOURTH: The duration of the Company shall be perpetual, and shall begin on the date these Articles of Organization are duly filed with the Secretary of State of the State of Florida.

FIFTH: The principle and mailing address of the Company is c/o Fantasy of Flight, 1400 Broadway Blvd., South East, Polk City, Florida 33868.

SIXTH: The members of the Company (the "Members") may admit additional Members as provided in that certain Limited Liability Company Operating Agreement dated as of August 4, 1998 (the "Operating Agreement").

SEVENTH: The remaining Members, pursuant to the terms of the Operating Agreement, may elect to continue the Company's business on 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 Company.

EIGHTH: The Registered Agent and Registered Office for service of process is as follows:

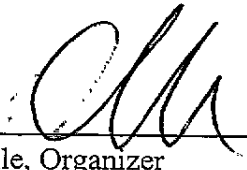
Name: Corporation Service Company

Address: 1201 Hays Street, Tallahassee, Florida 32301-2607

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98-11-29
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
as of the date first above written.

By:



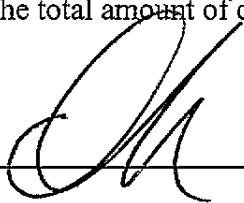
Doug Marcille, Organizer

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CLERK OF DISTRICT COURT
JULIA A. STELLINGSMA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HISTORICAL ARTIFACTS MUSEUM, L.L.C. certifies:

- (1) The above named limited liability company has at least one member;
- (2) The total amount of cash contributed by the members is: \$1,000;
- (3) If any, the agreed upon value of property other than cash contributed by members is \$0; and
- (4) The total amount of cash and property contributed and anticipated by members is: \$1,000.



(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.)

Doug Marcille
Organizer

Filing Fee: \$250.00 for Articles and Affidavit

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96 AUG -4 AM 11:29
HALL COUNTY, FLA. 32110

EXHIBIT A

MANAGEMENT COMMITTEE

<u>NAME</u>	<u>ADDRESS</u>
Kermit Weeks	c/o Fantasy of Flight 1400 Broadway Boulevard, S. E. Polk City, Florida 33868
Doug Marcille	Atlantic Consulting Group 501 Brickell Key Drive Miami, FL 33131
Victor Kouznetsov	c/o Fantasy of Flight 1400 Broadway Boulevard, S. E. Polk City, Florida 33868
Talmadge Heflin	7419 South Kirkwood Suite B-1 Houston, TX 77072-3301

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**CERTIFICATE OF DESIGNATION OF
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: _____
HISTORICAL ARTIFACTS MUSEUM, L.L.C.

2. The name and the Florida street address of the registered agent are:

CORPORATION SERVICE COMPNAY

NAME

1201 Hays Street

Florida street address (P. O. Box NOT ACCEPTABLE)

Tallahassee,

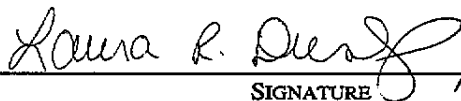
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30 AUG -1 AM 11:29
TALLAHASSEE, FLORIDA

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.



SIGNATURE

LAURA R. DONZAP
AS AGENT

Filing Fee: \$ 35 for Designation of Registered Agent