

L98000002065

Kathleen King O'Brien, P.C.
785 Brookwood Walke
Bloomfield Hills, MI 48304
TEL (248) 203-9960
FAX (248) 644-3978

September 24, 1998

Registration Section
Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

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-09/29/98--01041--002
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-09/29/98--01038--011
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Re: Achievement Enterprises, L.L.C.

Dear Department of State:

I am enclosing an original and one copy of the Articles of Incorporation for Achievement Enterprises, L.L.C. It is my understanding that you will file these Articles and return one copy to me with a certificate indicating the filing date. I have enclosed a check in the amount of \$285.00 to pay for costs associated with this incorporation. I have also enclosed the Certificate of Designation of Registered Agent/Registered Office form.

If you have any questions concerning this matter, please do not hesitate to contact me. It is my understanding that these documents will be returned to me at the address indicated on this letter.

Very truly yours,

KATHLEEN KING O'BRIEN, P.C.

Kathleen King O'Brien
Kathleen King O'Brien

KKO/rjh
Enclosures
cc: Mr. & Mrs. Lawrence Smith

Name	
Availability	<i>not</i>
Document Examiner	<i>not</i>
Updater	<i>not</i>
Updater verifier	<i>not</i>
Acknowledgement	<i>not</i>
Final Verifier	<i>not</i>

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Achievement Enterprises, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

6877 U.S. Highway 441 S.E., Okeechobee, Florida 34974

ARTICLE III - Duration:

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

Perpetual

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ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Lawrence W. Smith, Trustee of the Lawrence W. Smith
Revocable Living Trust Agreement dated December 1, 1995
4237 Kinfolk Court, Lakeland, MI 48143
Corinne J. Smith, Trustee of the Corinne J. Smith Revocable
Living Trust Agreement dated December 1, 1995
4237 Kinfolk Court, Lakeland, MI 48143

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Sale - Company shall have a 60 day option to purchase the shares proposed for sale and if not exercised, such sale to a third party may occur. Also, see Article VI regarding addition of members.

ARTICLE VI - Members Rights to Continue Business:

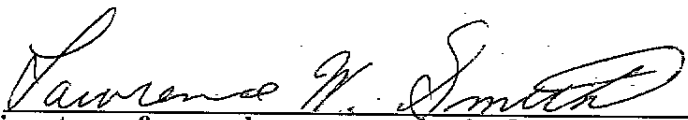
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The business may be continued if within 90 days of dissolution by unanimous vote of members with respect to the death, insanity, bankruptcy, incompetency, retirement or expulsion of a member. If only one member remains, the admission of one or more members may occur.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of _____
Achievement Enterprises, 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 member(s) is \$ 10,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 10,000.00.



Signature of a member or an authorized representative of a member.

(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.)

Lawrence W. Smith

Typed or printed name of signee

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Filing Fee: \$250.00 for Articles and Affidavit

**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: Achievement Enterprises, L.L.C.

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

Edward S. Spisak
NAME

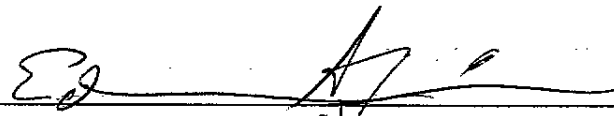
4601 33rd Avenue W

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

Bradenton, FL 34209
CITY, STATE AND ZIP

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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.



Edward S. Spisak SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent