

098000002415

FILING COVER SHEET

REFERENCE: 0162. 4308
DATE: 10-27-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: R-B Properties No. 1, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 PM 12:34

STATE FEES PREPAID WITH CHECK # 3464 FOR \$ 285.00

900002673209--0
-10/27/98--01036--002
****285.00 ****285.00

PLEASE FILE:

- () ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME (X) LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- () CERTIFIED COPY () CERTIFICATE OF STATUS

Examiner's Initials

Name	Availability
Document Examiner	Updater
U. Ca. er	Verifyer
Acknowledgement	vv. P. Verifyer

STAMPED COPY

98 OCT 27 AM 10:29

RECEIVED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the limited liability company is: R-B PROPERTIES NO. 1, L.L.C.

ARTICLE II - Address:

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

330 East Kilbourn Avenue,
Suite 1454
Milwaukee, WI 53202

ARTICLE III - Duration:

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

ARTICLE IV - Management

The Limited Liability Company is to be managed by a member and the name and address of the managing member is:

<u>Name</u>	<u>Address</u>
Schmidt Investments Limited Partnership	c/o Boulder Venture 330 East Kilbourn Avenue Suite 1454 Milwaukee, WI 53202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 PM 12:34

Prepared by: Stephen B. Straske II, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 060070

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:

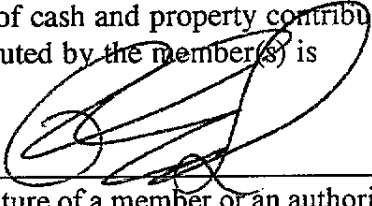
ARTICLE VI - Members Rights to Continue Business

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:

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of R-B Properties No. 1, 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 \$200.00 _____;
- 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 the member(s) is \$ 200.00 _____.



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.)

Robert E. Schmidt III, General Partner of
Schmidt Investments Limited Partnership, Managing Member

Typed or printed name of signer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 PM 12:34

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or SECTION 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:

R-B PROPERTIES NO. 1, L.L.C.

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

Stephen M. Hudoba, Esq.

(Name)

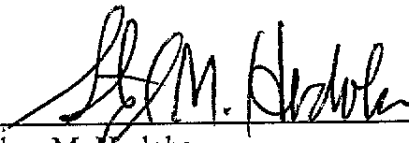
101 East Kennedy Boulevard, Suite 3700

Florida street address (P.O. Box **NOT** acceptable)

Tampa, Florida 33602

City/State/Zip

Having been named 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.



Stephen M. Hudoba

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 PM 12:34