

L98000002610

Brian A. Payne
13016 Plantation Park Circle
Apartment # 1133
Orlando, Florida 32821
(407) 827-7339

November 4, 1998

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

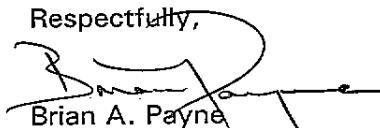
Re: Brian A. Payne L.L.C.

100002681671--9
-11/05/98--01101--001
****285.00 ****285.00

Dear Sirs:

Enclosed are (i) the Articles of Organization for Florida Limited Liability Company including the Affidavit of Membership and Contributions, (ii) Certificate of Designation of Registered Agent/Registered Office, and (iii) a check in the amount of \$285.00 made payable to the Florida Department of State for the total amount of filing fees. My mailing address and daytime telephone number are indicated above. The proposed effective date of the L.L.C. is November 1, 1998.

Respectfully,



Brian A. Payne

FILED
98 NOV -5- PM 12: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	11/9/98
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BRIAN A. PAYNE L.L.C.

NOTE: Effective date is
November 1, 1998

ARTICLE II - Address:

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

13016 PLANTATION PARK CIRCLE
APARTMENT # 1133
ORLANDO, FLORIDA 32821

ARTICLE III - Duration:

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

OCTOBER 31, 2008 OR UNTIL SOONER TERMINATED BY OPERATION
OF LAW OR AS PROVIDED IN THE LIMITED LIABILITY COMPANY'S
OPERATING AGREEMENT.

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:

BRIAN A. PAYNE
13016 PLANTATION PARK CIRCLE
APT. # 1133
ORLANDO, FLORIDA 32821

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:

THE LIMITED LIABILITY ALLOWS NEW MEMBERS CONDITIONED
ON THE CONSENT OF A MAJORITY OF INTERESTS AND
MAKING HIS/HER CAPITAL CONTRIBUTION.

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TALLAHASSEE, FLORIDA

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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 LIMITED LIABILITY COMPANY SHALL CONTINUE IF, WITHIN 90 DAYS AFTER SUCH "DISSOLVING EVENT", ALL OF THE REMAINING MEMBERS (PROVIDED THAT THERE ARE AT LEAST TWO REMAINING MEMBERS) ELECT IN WRITING TO CONTINUE THE LIMITED LIABILITY COMPANY'S BUSINESS.

ARTICLE VII - Affidavit of Membership and Contributions

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TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of BRIAN A. PAYNE 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 \$ 24,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 6,000.00; *
(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 \$ 30,000.00.

* \$6,000.00 ADDITIONAL CASH TO BE CONTRIBUTED BY ONE MEMBER WITHIN THE NEXT TWO MONTHS.

[Signature]
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.)

BRIAN A. PAYNE
Typed or printed name of signee

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: BRIAN A. PAYNE LLC

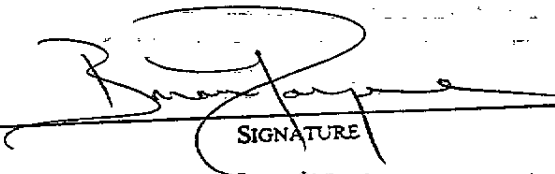
2. The name and the Florida street address of the registered agent are:

BRIAN A. PAYNE
NAME

13016 PLANTATION PARK CIRCLE - # 1133
Florida street address (P. O. Box NOT ACCEPTABLE)

ORLANDO, FL 32821
CITY, STATE AND ZIP

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

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED