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November 20, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

300002694633--2
-11/23/98--01149--009
***285.00 ***285.00

Re: **Our File No. 98-21825**
Ezon/Halvorsen - Formation of HEF-7-SUG, L.C

Gentlemen:

Enclosed please find two (2) originally signed Articles of Organization of HEF-7-SUG, L.C. for filing. We have also enclosed our check number 22815 in the amount of Two Hundred Eighty-Five and 00/100 (\$285.00) Dollars, representing:

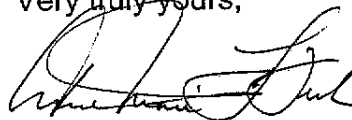
Filing Fees: \$250.00
Registered Agent Designation \$ 35.00

CM

Please forward a stamped copy of the filed Articles of Organization to my attention. A self-addressed envelope is enclosed for your convenience.

Please do not hesitate to contact me at (561) 395-1000 should you have any questions regarding the enclosed documents.

Very truly yours,



(Anne Marie La Ferla
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 23 AM 11:57

FILED

Enclosures

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ARTICLES OF ORGANIZATION

OF

HEP-7-SUG, L.C.

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is HEP-7-SUG, L.C. (the "Company").

ARTICLE II. ADDRESS

The Company's principal street address and the Company's mailing address are:

c/o Halvorsen Holdings, Inc.
33 S.E. 4th Street, Suite 100
Boca Raton, Florida 33432
Attention: Jeffrey T. Halvorsen, President

FILED
98 NOV 23 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates c/o Halvorsen Holdings, Inc., 33 S.E. 4th Street, Suite 100, Boca Raton, Florida 33432 as the street address of the initial registered office of the Company and names Jeffrey T. Halvorsen as the Company's initial registered agent at that address to accept service of process within this State.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Managers are as follows:

<u>Manager</u>	<u>Address</u>
533894 Halvorsen Holdings, Inc., a Florida corporation	33 S.E. 4 th Street, Suite 100 Boca Raton, Florida 33432
Barry Gomez	c/o Ezon Florida, Inc. 1100 5 th Avenue South, Suite 401 Naples, Florida 34102
Bruce Gomez	c/o Ezon Florida, Inc. 1100 5 th Avenue South, Suite 401 Naples, Florida 34102

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative, for the purposes of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization this 19th day of NOVEMBER, 1998.

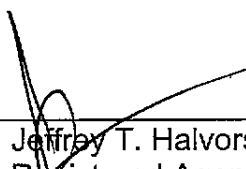
Halvorsen Holdings, Inc.,
a Florida corporation

By: _____


Jeffrey T. Halvorsen
President

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.



Jeffrey T. Halvorsen
Registered Agent

Dated: NOV 19TH, 1998

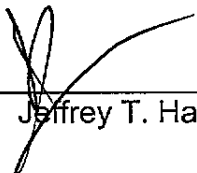
AFFIDAVIT

State of Florida)
)
County of Palm Beach)

Jeffrey T. Halvorsen, being first duly sworn, deposes and says:

1. That he is the President of Halvorsen Holdings, Inc., a Florida corporation, (the "Managing Member") and is a duly authorized representative of the Managing Member of HEP-7-SUG, L.C., a Florida limited liability company (the "Company");
2. That the Company has at least two members;
3. That the Members of the Company have contributed \$1,000.00 consisting of cash only to the capital of the Company and no property other than cash. The anticipated amount of contribution by all the Members to the capital of the Company totals \$1,000.00; and
4. That the Members of the Company are expected to contribute no additional capital to the Company.

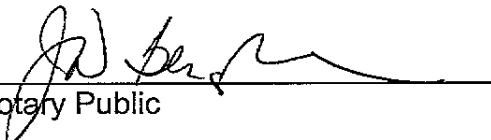
And further affiant sayeth not.



Jeffrey T. Halvorsen

The foregoing instrument was acknowledged before me this 19th day of November, 1998, by Jeffrey T. Halvorsen, President of Halvorsen Holdings, Inc., a Florida corporation, the Managing Member forming **HEP-7-SUG, L.C.**, a Florida limited liability company, who:

- is personally known to me, [or]
 has produced _____ as identification.



Notary Public

My Commission Expires:

Printed Name of Notary

Notary Commission No. _____

