

L98000002916



THE UNITED STATES
CORPORATION
COMPANY

W98-26674
00789-0117-00671

ACCOUNT NO. : 072100000032

REFERENCE : 045686 4325458

AUTHORIZATION :

COST LIMIT : \$ PREPAID

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DIVISION OF CORPORATIONS
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ORDER DATE : November 30, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 045686-005

CUSTOMER NO: 4325458

CUSTOMER: Robert S. Rubin, Esq
COHEN TODD KITE & STANFORD
COHEN TODD KITE & STANFORD
16th Floor
525 Vine Street
Cincinnati, OH 452023124

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-11/30/98--01032--011
*****285.00 *****285.00

DOMESTIC FILING

NAME: CARBRU, L.C.

900002697239--9
-11/30/98--01032--012
*****52.50 *****52.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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Name	
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 30, 1998

CSC

SUBJECT: CARBRU, L.C.
Ref. Number: W98000026674

RESUBMIT

Please give original
submission date as file date.

We have received your document for CARBRU, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 698A00056654

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

Carbru, L.C.

The undersigned, desiring to form a limited liability company, under and pursuant to Section 608.407 of the Florida Statutes do hereby certify as follows:

FIRST:

The name of said limited liability company shall be Carbru L.C. (the "Company").

SECOND:

The Company shall terminate on November 23, 2028.

THIRD:

The Regulations of the Company shall be in writing.

FOURTH:

The mailing address of the Company shall be 205 South Hoover Street, Suite 305, Tampa, Florida 33609.

The principal place of business of the Company shall be 205 South Hoover Street, Suite 305 Tampa, Florida 33609. The name of the registered agent is Franklin W. Carson, whose address is 205 South Hoover Street, Suite 305, Tampa, Florida 33609.

FIFTH:

The names and addresses of the initial members are as follows:

Franklin W. Carson
205 South Hoover Street,
Suite 305, Tampa, Florida 33609

Stephen J. Brown
205 South Hoover Street,
Suite 305, Tampa, Florida 33609

Robert S. Rubin
525 Vine Street, Suite 1600
Cincinnati, Ohio 45202

SIXTH:

Upon the death or resignation, retirement, expulsion, bankruptcy or the occurrence of any other event which terminates the continued membership of a member, the remaining members

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may continue the business and existence of the Company.

SEVENTH:

The management of the Company is reserved to the members. The managing members, any or all of whom may act on behalf of the Company shall be Franklin W. Carson, Stephen J. Brown, and Robert S. Rubin.

IN WITNESS WHEREOF, the undersigned have signed this instrument this 23RD day of NOVEMBER, 1998.

Carbru, L.C.

By: Franklin W. Carson
Franklin W. Carson, Member

By: Stephen J. Brown
Stephen J. Brown, Member

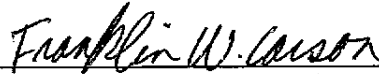
By: Robert S. Rubin
Robert S. Rubin, Member

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE**

Pursuant to the provisions of §608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the limited liability company is Carbru L.C.
2. The name and address of the registered agent and office is:

Franklin W. Carson
205 South Hoover Street, Suite 305,
Tampa, Florida 33609.



Franklin W. Carson, Member



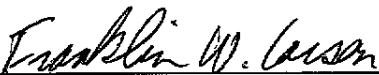
Stephen J. Brown, Member



Robert S. Rubin, Member

ACCEPTANCE OF APPOINTMENT

I, Franklin W. Carson, as the Registered Agent for Carbru, L.C., hereby acknowledge and accept the appointment of agent for said limited liability company, and agree to accept service of process for such limited liability company at the place designated in this certificate. 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.



Franklin W. Carson

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

The undersigned, Robert S. Rubin, a member of Carbru, L.C., being first duly sworn and cautioned, deposes and states as follows:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$285.00.
3. The agreed value of property other than cash contributed by members is -0-.
4. The amount of cash or property anticipated to be contributed by members is -0-.
5. The total amounts of 2, 3 and 4 are \$285.00.


Robert S. Rubin, Member

Sworn to and subscribed in my presence this 25th day of November, 1998.


Notary Public

256526.1



TRACY HAWKINS PFAFFLIN
Notary Public, State of Ohio
My Commission Expires June 11, 2002