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November 23, 1998

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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-11/30/98--01058--012
****337.50 ****337.50

RE: Articles of Organization of OVERHEAD, L.C.
Our File No. 2909-1

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Organization of OVERHEAD, L.C. (the "LC"), together with a check in the amount of \$337.50 payable to the Florida Department of State to cover filing fees, the designation of the LC's registered agent, and a certified copy of the LC's Articles of Organization. Please file the enclosed Articles, and return a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Name	
Address	
Document	DCC
Number	000
Verifier	GAF/mrw
Acknowledgement	Enclosures
W. P. Verifier	000

F:\DATA\FORSTER\LLC\STATE.LTR

Very truly yours,

Gary A. Forster

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98000003008

**ARTICLES OF ORGANIZATION FOR OVERHEAD, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is **OVERHEAD, L.C.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 2614 Runyon Circle, Orlando, Florida 32837.

**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 who is to serve as manager until the first annual meeting of members or until his successor(s) is elected and qualifies, and the name and address of such managing member is:

David Cooper

2614 Runyon Circle
Orlando, Florida 32837

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be at the sole discretion of the managing member.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 2614 Runyon Circle, Orlando, Florida 32837, and the initial Registered Agent at such address is David Cooper.

IN WITNESS WHEREOF, the undersigned organizing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 20th day of November, 1998.



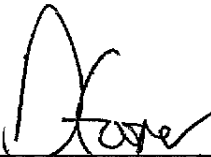
David Cooper, Organizing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 20th day of November, 1998.



David Cooper, Registered Agent

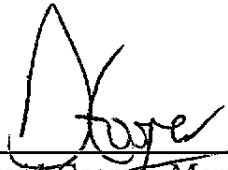
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR OVERHEAD, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member of **OVERHEAD, L.C.** deposes and says:

1. The above-named limited liability company has at least two members.
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 hereto and made a part hereof.
4. The amount of cash or property anticipated to be contributed by member(s) is
5. The total amounts of 2, 3 and 4 is \$10,000.00

Under penalties of perjury, I, **DAVID COOPER**, declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.



David Cooper, Member
Date: November 20, 1998

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.