

L98000003519

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Vette Store, L.L.C.

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merget File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

98 DEC 31 PM 4:05

SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 31 AM 10:34

RECEIVED

ARTICLES OF ORGANIZATION
OF
THE VETTE STORE, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 4:05

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby executes the following Articles of Organization.

I. NAME. The name of the limited liability company shall be: **The VETTE Store, L.L.C.** ("Company").

II. ADDRESS. The street address and mailing address of the principal office of the Company shall be 6650 N. Atlantic Avenue, Cape Canaveral, Florida 32920.

III. DURATION. The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2009, unless the Company is earlier dissolved as provided in these Articles of Organization.

IV. REGISTERED OFFICE AND AGENT. The name of the registered agent of the Company in the State of Florida is Kevin W. Anderson, and the street address of the registered office of the Company is 4515 Ocean Beach Blvd., Cocoa Beach, Florida 32931.

V. CAPITAL CONTRIBUTIONS. The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

VI. ADDITIONAL CAPITAL CONTRIBUTIONS. Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

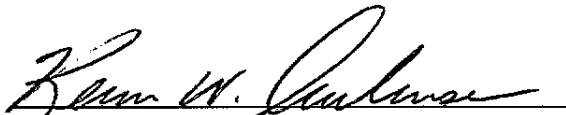
VII. ADMISSION OF NEW MEMBERS. No additional members shall be admitted to the Company without the written consent of a super majority of the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the required super majority of the members of the Company, other than the member proposing to dispose of his or its interest, approves of the proposed transfer by written consent. For purposes of this Article VII, super majority means not less than seventy-five percent (75%) of the Company's membership interests eligible to vote at a membership meeting.

VIII. TERMINATION OF EXISTENCE. The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company. However, the business of the Company may be continued by the consent of all the remaining members.

IX. MANAGEMENT. The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member of the Company are as follows:

Kevin W. Anderson 6650 N. Atlantic Avenue, Cape Canaveral, Florida 32920.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 29 day of December, 1998.


Kevin W. Anderson, Organizer

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

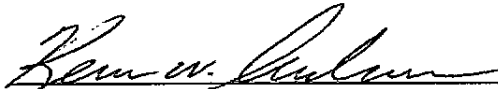
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following Statement Designating Its Registered Office/Registered Agent in the State of Florida.

1. The name of the limited liability company is **The VETTE Store, L.L.C.**
2. The name and address of the registered agent and office are:

Kevin W. Anderson
4515 Ocean Beach Blvd.
Cocoa Beach, Florida 32931.

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.

Dated: December 29, 1998


Kevin W. Anderson
Member/Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing was acknowledged before me, this 29 day of December, 1998, by **Kevin W. Anderson**, who is personally known to me, as registered agent for **The VETTE Store, L.L.C.**, a Florida limited liability company.


Notary Public, State of Florida



CHRISTIAN R MAHNKE
My Commission CC513237
Expires Nov 30, 1999

Exhibit "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by each member is as follows:

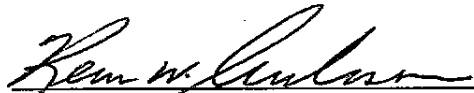
<u>Member</u>	<u>Cash</u>
Kevin W. Anderson	\$ 1,000.00

Total Cash: \$ 1,000.00

3. No property other than cash has been contributed by any member(s).
4. The total amount of cash or property anticipated to be contributed by the member(s) is One Thousand Dollars (\$1,000.00) which total includes amounts from 2 and 3 above.

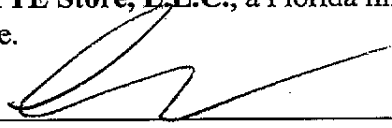
THE AFFIANT SAYS NOTHING FURTHER.

Dated: December 29, 1998


Kevin W. Anderson, Member

STATE OF FLORIDA
COUNTY OF VOLUSIA

SWORN TO AND SUBSCRIBED before me this 29 day of December, 1998, by **Kevin W. Anderson**, a member of **The VETTE Store, L.L.C.**, a Florida limited liability company, and who is personally known to me.


Notary Public, State of Florida



CHRISTIAN R MAHNKE
My Commission CC513237
Expires Nov 30, 1999