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December 30, 1998

VIA EXPRESS MAIL NO.: 3385291523

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 10:23

Re: Articles of Organization For WAREHOUSE EXPRESS, LLC

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Organization for WAREHOUSE EXPRESS, LLC. Please file the original Articles, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$285.00 to cover the cost of the following expenses:

Filing fee	\$250.00
Registered Agent Fee	35.00
	<u>\$285.00</u>

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****285.00 ****285.00

Very truly yours,

James P. Hines

James P. Hines

en

JPH:cn
Enclosures

Check: \$285

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
WAREHOUSE EXPRESS, LLC**

The undersigned person, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits these Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is WAREHOUSE EXPRESS, LLC

ARTICLE II - Address

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

4029 N. Washington Blvd.
Sarasota, Florida 34234

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall commence January 1, 1999, and shall thereafter be perpetual.

ARTICLE IV - Management

The Limited Liability Company shall be managed by its members and the name and address of the managing member is:

Mark Richmond
4029 N. Washington Blvd.
Sarasota, Florida 34234

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 determined by the managing member referred to in Article IV hereinabove, said managing member being the initial sole member of the Limited Liability Company.

ARTICLE VI - Members Rights To Continue Business

The remaining members of the Limited Liability Company, if any, shall be entitled 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.

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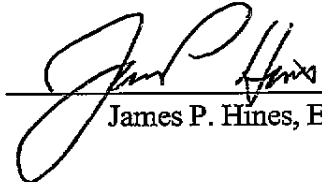
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
WAREHOUSE EXPRESS, LLC**

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 WAREHOUSE EXPRESS, LLC
2. The name and the Florida street address of the registered agent are:

James P. Hines, Esq.
Hines & Associates, P.A.
315 South Hyde Park Avenue
Tampa, Florida 33606

Having been named as registered agent and to accept service of process for the above-named 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.


James P. Hines, Esq.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member of WAREHOUSE EXPRESS, LLC certifies that:

- a) the above-named limited liability company has one member;
- b) the total amount of cash contributed by the member is \$6,000;
- c) the agreed value of property, other than cash, contributed by the member is \$81,500, (a description of the property is attached as Exhibit "A" and made a part hereof); and
- d) the total amount of cash and property contributed and anticipated to be contributed by the member is \$87,500.

IN WITNESS, the undersigned member has executed these Articles, and hereby acknowledges that, 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.



Mark Richmond, as Member

EXHIBIT "A"

**Schedule of Property Contributed to
Warehouse Express, LLC**

1989 GMC	VIN: J8DC5B1U0K3000107
1989 International	VIN: 1HTLDZZP4KH656649
1998 GMC Suburban	VIN: 3GKEC16R5WG512340
1998 Lexus	VIN: JT8BH68X6W0009573
1986 Dodge Van	VIN: 2B7KB33W5GK602518
1993 Isuzu	VIN: JACK7H1612P3200512