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VOSR Industries, L.L.C. 505 East New York Avenue Deland, FL 32724 Phone: 904-738-9555

Fax: 904-738-2210

December 28, 1998

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed a check for \$346.25 for all filing fees and costs associated with the formation of Longwood Auction and Antique Mall of Florida, L.L.C. This includes (1) the Filing Fee for Articles of Organization and Affidavit (\$250.00), (2) Designation of Registered Agent (\$35.00), (3) Certified Copy (\$52.50) and (4) Certificate of Status (\$8.75).

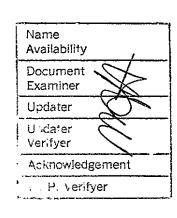
Thank you for your time and cooperation in this matter.

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****346.25 ****346.25

Chris Attawa

Enc.



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Longwood Antique and Auction Mall, L.L.C.

ARTICLE II - Address:

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

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual.

SECRUTARY OF STATE DIVISION OF CHRETORATIONS
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ARTICLE IV - Management: (Check the appropriate box and complete the statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
 - The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

VOSR Industries, h.h.C. 505 E. New York Ave Deland, Fh 32724

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:

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 shall be:

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of _	LONGUOOR HISTIGUE AND
Auction Mall, & h.h.C.	certifies:
	
1) the above named limited liability company has at least one member;	
2) the total amount of cash contributed by the member(s) is	\$ 10,000.00;
2) 410 10 111 1111 1111 1111 1111 1111 11	
3) if any, the agreed value of property other than cash contributed by me	
(A description of the property is attached and made a part hereto.); ar	
4) the total amount of cash and property contributed and anticipated to	
contributed by member(s) is	\$ 10,000-00
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	L
Signature of a member or an authorized representative	ve of a member.
(In accordance with section 608.408(3), Florida Statutes, t	
affidavit constitutes an affirmation under the penalties of p	perjury that the facts
stated herein are true.)	
CHRIS OUNCAN — Typed or printed name of signee	V.K
Typed or printed name of signee	

Filing Fee: \$250.00 for Articles and Affidavit

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 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: Language Autique and
Auction Mall, L.L.C.
2. The name and the Florida street address of the registered agent are:
Chris S. Attaway
505 E. New York Avenuse, Suite 1 Florida street address (P. O. Box NOT ACCEPTABLE)
Deland FL 32724 CITY, STATE AND ZIP

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.

Filing Fee: \$ 35 for Designation of Registered Agent