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ORDER DATE : January 13, 1999

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ORDER NO. : 097820-005

CUSTOMER NO: 1299A

CUSTOMER: Scott M. Covell, Esq
CLARK PARTINGTON HART LARRY
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125 West Romana Street
Pensacola, FL 32501

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DOMESTIC FILING

NAME: ZEPHYR DEVELOPMENT
ENTERPRISES, L.L.C.

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: Tamara Odom

EXAMINER'S INITIALS: _____

L99-211

Name Availability	1-13
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

**ARTICLES OF ORGANIZATION OF
ZEPHYR DEVELOPMENT ENTERPRISES, L.L.C.**

The undersigned, WILLIAM R. BROWNING, a natural person competent to contract, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

ZEPHYR DEVELOPMENT ENTERPRISES, L.L.C.

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the limited liability company is 126 Southshore Drive, #34, Destin, FL 32541.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 71 Azure Place, Destin, FL 32541, and the name of the initial registered agent of this limited liability company at that address is William R. Browning.

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by a committee of members (the "Management Committee") consisting of at least one (1) member. The name and address of the members who shall serve as the members of the Management Committee are:

Michael A. Sassano, III
345 Southend, Apt. 6-M
New York, New York 10280

Michael P. Protogere
4547 Lincoln Road
Indianapolis, IN 46208

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ARTICLE VII - CAPITAL CONTRIBUTIONS

Capital contributions totaling Seventy-Five Thousand and No/100 Dollars (\$75,000.00) shall be contributed to the limited liability company by the initial members as of its formation.

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

Except where a Member has received a bona fide offer to purchase a Member's Membership Interest, the offer has been offered to the other Members of the limited liability company, and the Members declined to purchase the Membership Interest on the terms offered by the third party, the decision to admit a new Member into this company, or to allow a Member to sell, assign, gratuitously transfer, devise or otherwise transfer (with or without consideration) his or her Membership Interest shall require the consent of Members owning more than fifty percent of the Profits Interests of the company. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The term of the business shall be that set forth in Article IV herein, and it shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

ARTICLE X - RESTRICTION ON MEMBERSHIP

A member's interest in this company is subject to the restrictions set forth in Article VIII above.

ARTICLE XI - COMMENCEMENT OF EXISTENCE

The date for commencement of the limited liability company's existence shall be the date these Articles are filed.

ARTICLE XII - AMENDMENT

The company reserves the right to amend these Articles of Organization or any amendment thereto from time to time by the Management Committee in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the date set forth below.

MEMBER:

William R. Browning
WILLIAM R. BROWNING

Date: JAN. 11, 1999

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of WILLIAM R. BROWNING. Further, I am familiar with and accept the duties and obligations of such designation.

William R. Browning
WILLIAM R. BROWNING

Date: 1/11, 1999

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STATE OF FLORIDA)
 :
COUNTY OF OKALOOSA)

AFFIDAVIT

BEFORE ME, the undersigned, personally appeared WILLIAM R. BROWNING, member of ZEPHYR DEVELOPMENT ENTERPRISES, L.L.C., a Florida limited liability company, hereinafter "Company" who upon being duly sworn, certified as follows:

1. The Company has at least one (1) member.
2. The total actual amount of cash contributed by the members as of the date of formation of the Company is Seventy-Five Thousand and No/100 Dollars (\$75,000.00).
3. No other property has been contributed to the Company as of formation.
4. The members anticipate making additional cash contributions to the Company in the amount of One Million Five Hundred Thousand and No/100 Dollars (\$1,500,000.00).
5. The total amount of all contributions referred to herein is One Million Five Hundred Thousand Seventy-Five and No/100 Dollars (\$1,575,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

MEMBER:

William R. Browning
WILLIAM R. BROWNING

SWORN TO AND SUBSCRIBED before me this 11th day of January, 1999, by William R. Browning, who (☒) is personally known to me, or () has produced _____ as identification, bearing identification number _____.

Nan B. Bradley
[Signature of Notary Public]



NAN B. BRADLEY
Notary Public-State of FL
My Comm. Exp. 4/20/2001
Comm. No. CC640045

NAN B. BRADLEY
Print, Type, or Stamp Name of Notary Public]

[NOTARIAL SEAL]

Commission Number: CC640045
My Commission Expires: 4/20/2001

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