

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 Tallahassee, Florida 32302
(850) 724-8000 • (800) 42-8002 • Fax (850) 724-1222

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-12/23/98--01006--002
*****215.00 *****215.00

H & M management L.C.

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*****70.00 *****70.00

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98 DEC 22 PM 4:23

Name	
Availability	
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Examined	
Update	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

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993-41271
Conflict
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FF \$235

- ___ Art of Inc. File
- ___ LTD Partnership File *- name not avail.*
- ___ Foreign Corp. File *- sign. of member*
- ___ L.C. File *- off. A.R. of mbr.*
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger 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

99 JAN 22 PM 3:18
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

Signature

Requested by:

12/22/98 3:53

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: H & M MANAGEMENT, OF CENTRAL FLORIDA, L.C.
Ref. Number: W98000028678

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 PM 3:18

We have received your document for H & M MANAGEMENT, OF CENTRAL FLORIDA, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 898A00060809

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99 JAN 22 PM 3:04
DIVISION OF CORPORATIONS
Corrected



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 23, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: H & M MANAGEMENT, L. C.
Ref. Number: W98000028678

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We have received your document for H & M MANAGEMENT, L. C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 098A00060191

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98 DEC 29 AM 11:11
Connected

ARTICLES OF ORGANIZATION

OF

H & M MANAGEMENT OF CENTRAL FLORIDA, L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act pursuant to Section 605, Florida Statute.

1. **Name.** The name of this limited liability company is H & M MANAGEMENT OF CENTRAL FLORIDA, L. C., (hereinafter referred to as "Company").
2. **Duration.** The period of duration for this Company shall be perpetual.
3. **Mailing Address and Street Address.** The Company's mailing address is c/o Tropical Amoco II, 10960 West Highway 50, Orlando, Florida 34761. The Company's street address is 10960 West Highway 50, Orlando, Florida 34761.
4. **Purpose.** The purpose of the Company is to engage in any lawful acts or activities for which limited liability companies may be formed under the laws of the State of Florida.
5. **Registered Agent and Office.** The name of the initial registered agent of the company is Jacinta M. Mathis, Attorney-at-Law. The street address of the initial registered agent of the company is The Center for Professional Legal Services, 5405 Diplomat Circle, Suite 201, Orlando, Florida 32810.
6. **Members and Capital Contributions.** The members of the Company and the amount of the initial capital contribution shall be:

<u>Name</u>	<u>Capital Contribution</u>
Brastur Corporation 9136 Dollanger Court Orlando, Florida 32819	\$1,000.00
Marcio Lima 1094 State Road 436 Altamonte Springs, Florida 32714	\$1,000.00

7. **Additional Members.** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

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8. **Termination of Membership.** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experience bankruptcy, or upon the occurrence of any other event which terminated the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company

9. **Management of the Company.** The company shall initially be managed by Humberto Yagelovic de Magalhaes, whose address is 9136 Dollanger Court, Orlando, Florida 32819, who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified.

10. **Indemnification.** The Company shall indemnify any person who is or was a party who is threatened to made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the Company as director, trustee, officer of employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees) judgements, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action of proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit of proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the Company.

(A) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by on or more members of the Company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(B) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the Company on advance of the final disposition of such action, suit or preceding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

11. **Continuation.** The members may continue business upon an event of dissolution in accordance with the Operating Agreement.
12. **Headings and Captions.** The headings or captions of these Articles of Organization are inserted for convenience. They shall not have any force of effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

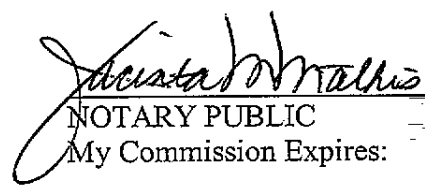
DONE , SUBSCRIBED AND EFFECTIVE this 19th day of December, 1998 by the undersigned.


HUMBERTO YAGELOVIC DE MAGALHAES
as President of Brasture Corporation

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Humberto Yagelovic de Magalhaes, to be known to be the person who executed the foregoing Articles of Organization, for H & M Management of Central Florida, L.C. and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 19th of December, 1998.



NOTARY PUBLIC
My Commission Expires:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
FOREIGN LIMITED LIABILITY COMPANY**

HUMBERTO YAGELOVIC DE MAGALHAES is the authorized representative of
H & M MANAGEMENT OF CENTRAL FLORIDA, L.C. ("Company") and he deposes and
says:

1. The Company has two members;
2. The total amount of cash contributed by each member is \$1,000.00 each; and
3. The total amount of cash contributed by the two members is \$2,000.00.
No other property than cash has been contributed and we do not
anticipate any other contributions.


Witness

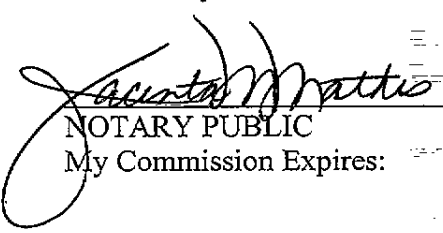

Witness


HUMBERTO YAGELOVIC de MAGALHAES
as authorized representative of H & M
Management of Central Florida, L.C.

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State
aforesaid and in the County aforesaid to take acknowledgments, personally appeared
HUMBERTO YAGELOVIC DE MAGALHAES, who is personally known to me and who did
not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this _____
19th day of December, 1998.


NOTARY PUBLIC
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 PM 3:18

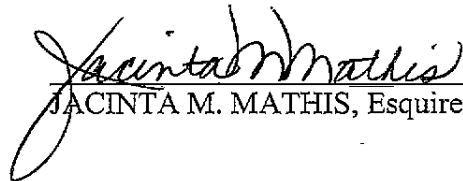
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability Company is H & M MANAGEMENT OF CENTRAL FLORIDA, L.C.
2. The name and address of the registered agent and office is Jacinta M. Mathis, Esquire, The Center for Professional Legal Services, 5405 Diplomat Circle, Suite 201, Orlando, Florida 32810.

Having been named as registered agent and to accept service of process for H & M MANAGEMENT OF CENTRAL FLORIDA, L. C., 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 19, 1998


JACINTA M. MATHIS, Esquire

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