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January 8, 1999

VIA FEDERAL EXPRESS AIRBILL # 808575993018

Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

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RE: Wells Brothers Carolina, L.L.C.

Gentlemen:

Enclosed for filing are (1) executed original of the Articles of Organization with attached Affidavit sworn to in compliance with F.S. Section 608.408(3), and (2) Certificate of Designation of Registered Agent/Registered Office and Acceptance by Resident Agent, together with a copy to be marked as received and returned to me. Also enclosed is my firm's check in the amount of \$285.00 to cover the following filing fees:

Filing fee for Articles of Organization and Affidavit	\$250.00
Fee for Registered Agent Designation	35.00
TOTAL	\$285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 11 AM 10:23

If you have any questions concerning this matter, please give me a call.

Sincerely,

Fred H. Steffey
Fred H. Steffey

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Enclosures

cc: Mr. Richard E. Wells (w/encl)

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

ARTICLES OF ORGANIZATION OF WELLS BROTHERS CAROLINA, L.L.C.

ARTICLE I - NAME

The name of the limited liability company ("Company") is WELLS BROTHERS CAROLINA, L.L.C.

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is 7750 County Road 208, St. Augustine, Florida 32092.

ARTICLE III - DURATION

The period of the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Richard E. Wells. The address of Company's registered office in Florida is 7750 County Road 208, St. Augustine, Florida 32092.

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ARTICLE V - MANAGEMENT

The Company is to be managed by a board of managers. The number of members of the board of managers shall be as provided in the Company's regulations, but shall never be less than one. The board of managers shall be elected by a majority vote of the voting members at the annual meeting of members. If there shall be more than one member of the board of managers, the vote of a majority of their number shall be sufficient to authorize action by the managers. The managers may designate one or more persons to serve as officers of the Company with such duties as shall be provided for in the Company's regulations. There shall be two initial members of the board of managers who will serve until the first annual meeting of the members. The initial members of the board of managers and their addresses are:

- William W. Wells, III, 7750 County Road 208, St. Augustine, Florida 32092
- Richard E. Wells, 7750 County Road 208, St. Augustine, Florida 32092

ARTICLE VI - CLASSES OF MEMBERSHIP AND ADMISSION OF NEW MEMBERS

A. *Classes of Membership.* There shall be two classes of membership - voting and non-voting. The rights, duties and obligations of each class of membership shall be the same in all respects other than the right to vote on Company matters. Only voting members shall be entitled to vote on Company matters. The vote of each voting member shall be weighted in proportion to the voting members' relative capital accounts; however, if the capital account of each voting member is negative or zero, each voting member shall have one vote.

B. *Admission of New Members.* Voting members of the Company have the right to admit new members, both voting and non-voting. Additional members may be admitted only on the unanimous written consent of the existing voting members. At the time new members are admitted, the existing voting members shall determine the amount and nature of the contributions by the new members and their membership classification.

ARTICLE VII - CONTINUATION OF BUSINESS

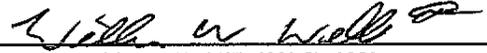
The remaining voting members of the Company have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining voting members.

ARTICLE VIII - ADDITIONAL PROVISIONS

A. *Amendment of Articles of Organization.* The Company's Articles of Organization may be amended only by a majority vote of the voting members.

B. *Adoption and Amendment of Regulations.* The power to adopt, alter, amend, or repeal the regulations of the Company is vested in the voting members and in the board of managers provided for in Article V. Any regulations adopted by the voting members may be changed only by the voting members.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this 8 day of JAN 1999, at St. Johns County, Florida.


 WILLIAM W. WELLS, III


 RICHARD E. WELLS

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
AND
ACCEPTANCE BY RESIDENT AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, 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 Wells Brothers Carolina, L.L.C.
- (2) The name and address of the registered agent and office is:

Richard E. Wells, 7750 County Road 208, St. Augustine, Florida 32092

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, the undersigned, Richard E. Wells, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned, Richard E. Wells, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as resident agent, and states that he is familiar with and accepts the obligations of his position as registered agent.

WELLS BROTHERS CAROLINA, L.L.C.

By 
RICHARD E. WELLS, President

Dated: 1/8/99


RICHARD E. WELLS
Resident Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Wells Brothers Carolina, L.L.C. deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$1,000.00.
- (3) No property other than cash has been contributed by members.
- (4) The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

Dated: _____

1/8/99



RICHARD E. WELLS