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WESTMAN AND LINTZ

ATTORNEYS AT LAW

1970 MICHIGAN AVENUE - BUILDING F

COCOA, FLORIDA 32922

ROBERT T. WESTMAN  
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TELEPHONE 407/690-1970  
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00789-02746-00671

January 19, 1999

WPA-2169

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SECRETARY OF STATE  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, Florida 32301

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-01/22/99-01056-005

\*\*\*\*337.50 \*\*\*\*337.50

Re: VISIONS III, L.L.C.

Dear Sir:

Enclosed find Articles of Organization with accompanying Affidavit of Contributions, and Registered Agent Certificate. Please certify and return the enclosed copy of same.

Enclosed is our trust account check in the amount of \$337.50. Thank you.

Sincerely,

*Robert T. Westman*  
Robert T. Westman

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

99 FEB -8 PM 3:51  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 28, 1999

ROBERT T. WESTMAN  
WESTMAN AND LINTZ  
1970 MICHIGAN AVENUE, BUILDING F  
COCOA, FL 32922

SUBJECT: VISIONS III, L.L.C.  
Ref. Number: W99000002169

We have received your document for VISIONS III, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 899A00003811

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -0 PM 3:51

ARTICLES OF ORGANIZATION  
OF  
VISIONS III, L.L.C.

The undersigned member, as organizer of a limited liability company, does hereby adopt the following Articles of Organization for a limited liability company:

ARTICLE I - NAME

The name of this limited liability company is VISIONS III, L.L.C.

ARTICLE II - DURATION

This limited liability company shall exist perpetually. The date of commencement of limited liability company existence shall be the date these articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This limited liability company is organized for the purpose of engaging in any business activity permitted by the laws of the State of Florida.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this limited liability company is:

190 South Sykes Creek Parkway, Suite # 4  
Merritt Island, Florida 32952

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of this limited liability company's initial registered agent is:

MICHAEL G. GAICH  
190 South Sykes Creek Parkway  
Suite # 4  
Merritt Island, Florida 32952

ARTICLE VI - ADMITTANCE OF NEW MEMBERS

The members of this limited liability company are granted the right to admit additional members with the unanimous consent of the members of this limited liability company and compliance with the company's regulations.

ARTICLE VII - CONTINUANCE OF BUSINESS

The remaining members of this limited liability company are granted the right 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.

ARTICLE VIII- MANAGEMENT OF COMPANY

This limited liability company is to be managed by:

MICHAEL G. GAICH  
190 South Sykes Creek Parkway  
Suite # 4  
Merritt Island, Florida 32952

Said manager shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified.

ARTICLE IX - NAME AND ADDRESS OF ORGANIZER

The name and address of the organizer is:

MICHAEL G. GAICH  
190 South Sykes Creek Parkway  
Suite # 4  
Merritt Island, Florida 32952

IN WITNESS WHEREOF the undersigned affirms under the penalties of perjury that the facts stated herein are true and has executed these Articles of Organization this 18<sup>th</sup> day of January 1999.


MICHAEL G. GAICH  
MICHAEL G. GAICH, Organizer

REGISTERED OFFICE AND REGISTERED AGENT

OF

VISIONS III, L.L.C.

The undersigned, having been appointed as Registered Agent of VISIONS III, L.L.C., a Florida limited liability company, hereby certifies that he is familiar with and accepts the obligations of the position of Registered Agent for VISIONS III, L.L.C., and agrees to keep the registered office of said company at 190 South Sykes Creek Parkway, Suite # 4, Merritt Island, Florida 32952 as required by law.

  
MICHAEL G. GAICH  
Registered Agent of  
VISIONS III, L.L.C.

AFFIDAVIT OF CONTRIBUTIONS

OF

VISIONS III, L.L.C.

STATE OF FLORIDA  
COUNTY OF BREVARD

MICHAEL G. GAICH, after being duly sworn, deposes and says:

1. That he is the sole member of VISIONS III, L.L.C., a Florida limited liability company.
2. That only cash (no property) has been contributed to said liability company as follows:

MICHAEL G. GAICH	\$1,000.00
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It is anticipated that approximately \$100,000.00 will subsequently be contributed.

MICHAEL G. GAICH  
MICHAEL G. GAICH

Sworn to and subscribed before me this 18<sup>th</sup> day of January 1999 by Michael G. Gaich, who is personally known to me.

Ann N. Radlein  
Notary Public



ANN N RADLEIN  
My Commission CC481600  
Expires Jun. 17, 1999  
Bonded by ANB  
800-852-5878