



L99000000 757

ACCOUNT NO. : 072100000032

REFERENCE : 127454 80881A

AUTHORIZATION : *Patricia Pzytk*

COST LIMIT : \$ 285.00

ORDER DATE : February 8, 1999

ORDER TIME : 2:20 PM

ORDER NO. : 127454-005

CUSTOMER NO: 80881A

CUSTOMER: Ms. Regina T. Lowrie
FASSETT ANTHONY & TAYLOR,
FASSETT ANTHONY & TAYLOR,
Orange Bank Bldg., Suite 500
14 East Washington Street
Orlando, FL 32801

DOMESTIC FILING

NAME: STOCKTON, TURNER & COMPANY,
LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

FILED
99 FEB -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002768280--6

L99-757

Name	<i>62-1</i>
Availability	<i>62-1</i>
Document Examiner	<i>62-1</i>
Update	<i>62-1</i>
Updater	<i>62-1</i>
Verity	<i>62-1</i>
Acknowledgment	<i>62-1</i>
W.P. Verity	<i>62-1</i>

DIVISION OF CORPORATION

99 FEB -8 PM 3:13

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

JAMES GUY
CSC

SUBJECT: STOCKTON, TURNER & COMPANY, LLC
Ref. Number: W99000003175

FILED
99 FEB -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for STOCKTON, TURNER & COMPANY, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 899A00005559

RESUBMIT

Please give original
submission date as file date.

RECEIVED
99 FEB 10 PM 4:58
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
STOCKTON TURNER LLC. A LIMITED LIABILITY COMPANY**

ARTICLE I. - NAME

The name of the Limited Liability Company is: Stockton
Turner LLC.

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office
of the Stockton Turner LLC is: 1199 North Orange
Avenue, Orlando, FL 32804

ARTICLE III. - DURATION

The Company shall commence its existence on the date these
Articles of Organization are filed with the Florida Department of
State. The Company's existence shall be perpetual unless the
Company is earlier dissolved as provided by the Florida Limited
Liability Company Act and the Stockton Turner LLC
Operating Agreement.

ARTICLE IV. - MANAGEMENT

Stockton Turner LLC is to be managed by member-
managers. The names and addresses of such member-managers who are
to serve as member-managers are:

1. Douglas L. Turner
1199 North Orange Avenue
Orlando, FL 32804
2. Thomas R. Powell
1199 North Orange Avenue
Orlando, FL 32804
3. Cameron G. Bennett
1199 North Orange Avenue
Orlando, FL 32804

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TALLAHASSEE, FLORIDA

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members, terms and conditions of such admissions, shall be made by unanimous agreement of all Member-Managers.

ARTICLE VI. - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of Stockton Turner LLC to continue the business on the death, retirement, resignation, expulsion, 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 as follows:

The members of Stockton Turner LLC agree that the company shall not automatically dissolve upon the death, retirement, resignation, expulsion, 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. In the alternative, the remaining members shall vote to determine whether to continue the business when a member leaves. The business of the limited liability company shall continue as before if the consent of all the remaining members is given as provided below, thereby dispensing with the need to dissolve and wind-up the business.

Stockton Turner LLC shall continue, despite the dissociation of any member-manager or member, if consent is given by:

(1) The remaining members holding a majority of the sharing ratios of all the remaining members. This determination shall be

based on a reasonable estimate of profits from the date of the dissociation to the projected termination of the limited liability company, taking into account present and future allocations of profits under the operating agreement that is in effect as of the date of the dissolution event; and

(2) The remaining members holding a majority of the capital accounts of all of the remaining members. This determination shall be made as of the date of the dissociation.

The rights of the members expressed herein are intended to conform with Section 608.441(1)(c), Florida Statutes.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Stockton Turner LLC2 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 \$50,000.00
3. If any, the agreed value of property other than cash contributed by members is \$ N/A
4. The amount of cash or property anticipated to be contributed by members is \$ N/A
5. The total amounts of 2, 3, and 4 is \$50,000.00

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99 FEB -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have hereunto set out hand and seals on the date set forth beside our names.

Witnesses:

D. Chaudhry
Cari J. Bartlett

Stockton Turner LLC
a Florida Limited
Liability Company

By: CGB

Witnesses:

D. Chaudhry
Cari J. Bartlett

MEMBERS:
Spectrum Management, Inc.

By: CGB
Cameron G. Bennett, as President
of Spectrum Management, Inc. and
Individually

Red Capt., Inc.

D. Chaudhry
Cari J. Bartlett

By: TRP
Thomas R. Powell, as President
of Red Capt., Inc. and
Individually

Marshall Management Corporation

D. Chaudhry
Cari J. Bartlett

By: DLT
Douglas L. Turner, as President
of Marshall Management
Corporation and Individually

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

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED

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

**PURSUANT TO THE PROVISIONS OF §608.407, 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 : Stockton
Turner LLC

2. The name and address of the registered agent and office
is:

Cameron G. Bennett, Registered Agent
Stockton Turner LLC
1199 North Orange Avenue
Orlando, FL 32804

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.

Date

1/21/99


Cameron G. Bennett

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TALLAHASSEE, FLORIDA