



THE UNITED STATES
CORPORATION
COMPANY

L990000001092

ACCOUNT NO. : 072100000032

REFERENCE : 144518 7107955

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 285.00

ORDER DATE : February 23, 1999

ORDER TIME : 8:51 AM

ORDER NO. : 144518-005

CUSTOMER NO: 7107955

CUSTOMER: Suzanne L. Rotbert, Esq
MILLER, MILLER & CANBY
MILLER, MILLER & CANBY
200 B. Monroe Street

Rockville, MD 20850

DOMESTIC FILING

NAME: JFF, 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: Maria Stephens

EXAMINER'S INITIALS:

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99 FEB 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	<i>Je 2-26</i>
Availability	<i>Je</i>
Document	<i>Je</i>
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Acknowledgment	<i>Je</i>
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 1999

MARIA STEPHENS
CSC

SUBJECT: JFF, LLC
Ref. Number: W99000004712

We have received your document for JFF, 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 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.

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

Tammi Cline
Document Specialist

Letter Number: 999A00008722

RESUBMIT

Please give original
submission date as file date

DIVISION OF CORPORATION

99 FEB 26 AM 11:23

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FFIR, LLC**

ARTICLE I - Name

The name of the limited liability company (the "Company") is:

FFIR, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is:

12 Harbor Island Drive, Key Largo, Florida 33037

ARTICLE III - Duration

The period of duration of the Company shall be until December 31, 2040.

ARTICLE IV - Management

The Company is to be managed by the members and the names and addresses of the initial managing members are:

William E. Topercer
12 Harbor Island Drive
Key Largo, FL 33037

Betty J. Topercer
12 Harbor Island Drive
Key Largo, FL 33037

ARTICLE V - Admission of Additional Members:

Upon unanimous consent of the existing members, the Company shall have the right to admit additional members, provided such additional member(s) agree(s) to be bound by the terms of any operating agreement among the existing members in effect at the time of admission.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company shall have the right, if they unanimously so agree, to continue the business of the Company upon the death, retirement, resignation,

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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.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of the JFF, LLC certifies:

1. the above limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is: \$ 1,000.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$30,000.00



William E. Topercer, Member
In accordance with Section 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.

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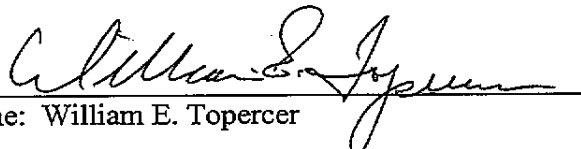
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the limited liability company is: FFIR, LLC
2. The name and the Florida street address of the registered agent are:

William E. Topercer
12 Harbor Island Drive
Key Largo, Florida 33037

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 positions as registered agent.

By: 
Name: William E. Topercer

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