



THE UNITED STATES CORPORATION COMPANY

L99 000001114

ACCOUNT NO. : 072100000032
REFERENCE : 147819 160905A

AUTHORIZATION :

COST LIMIT : \$ 33 *Patricia Pujols*

ORDER DATE : February 25, 1999
ORDER TIME : 10:26 AM
ORDER NO. : 147819-005
CUSTOMER NO: 160905A

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CUSTOMER: Ms. Sonia Serrano
SHAPO FREEDMAN & BLOOM, P.A.
SHAPO FREEDMAN & BLOOM, P.A.
Suite 4750
200 South Biscayne Boulevard
Miami, FL 33131

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99 FEB 25 AM 11:20
DIVISION OF CORPORATION

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

DOMESTIC FILING

NAME: C&L INVESTMENTS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 1999

JANNA WILSON
CSC

SUBJECT: C & L INVESTMENTS, L.L.C.
Ref. Number: W99000004733

We have received your document for C & L INVESTMENTS, L.L.C. and the authorization to debit your account in the amount of \$337.50. 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
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RESUBMIT
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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
Thompson Station Enterprises, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company as defined in Section 608.402 of the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Thompson Station Enterprises, L.L.C. and its principal office shall be located at 200 South Biscayne Boulevard, Suite 4750, in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is located at 200 South Biscayne Blvd., Suite 4750, City of Miami, County of Dade, State of Florida, and the name of its registered agent at that address is South Florida Resident Agents, Inc.

ARTICLE III

PURPOSES AND POWERS

The limited liability company may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The limited liability company shall

have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

DURATION

The limited Company's liability duration shall be perpetual. Corporate existence shall commence upon filing by the Department of State.

ARTICLE V

MANAGEMENT

The limited liability company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles or organization. The names and address of the members of the limited liability company are

Name

Address

Leon C. Heron, Jr.

1600 Thompson Station Road West
Thompson Station, Tennessee 37179

Cynthia Lee Heron

1600 Thompson Station Road West
Thompson Station, Tennessee 37179

ARTICLE VI

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by vote of the holders of a majority of the then-outstanding and not returned capital of the limited liability company. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the vote of the members holding a majority of the then-outstanding and not returned capital of the company.

The undersigned, being the authorized representative of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Thompson Station Enterprises, L.L.C.


Executed by the undersigned at Miami, Florida on February 24, 1999.


LEONARD H. BLOOM

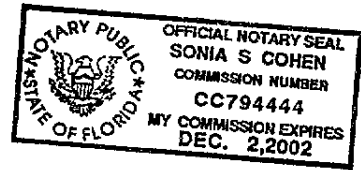
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The foregoing instrument was acknowledged before me this 23rd day of February, 1999 by Leonard H. Bloom, Vice President of South Florida Resident Agent, Inc., agent on behalf of Thompson Station Enterprises, L.L.C., a limited liability company. Leonard H. Bloom is personally known to me or has produced _____ as identification.


Notary Public

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