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COMPANY	ACCOUNT NO. : 072100000032	
	REFERENCE : 147819 1609	905A
	AUTHORIZATION :	==
	COST LIMIT : \$ 3300000	Paget
ORDER DATE	E : February 25, 1999	
ORDER TIM	E : 10:26 AM	
ORDER NO.	: 147819-005	600002787136:
CUSTOMER 1	NO: 160905A	
CORPORATION CORPORATION	Ms. Sonia Serrano SHAPO FREEDMAN & BLOOM, P.A. SHAPO FREEDMAN & BLOOM, P.A. Suite 4750 200 South Biscayne Boulevard Miami, FL 33131	FILED 90 FEB 25 PM 51 SECRETARY OF ST TALLANAS: HE. TLC
S S S	DOMESTIC FILING	1 0957 R.C.
99 FEB 25 MM IN: UNVISION OF CORPOR	E: C&L INVESTMENTS, L.L.C.	Name Availability
5	EFFECTIVE DATE:	Document Examiner
XX ARTI CERT	CLES OF INCORPORATION IFICATE OF LIMITED PARTNERSHIP	Updater
PLEASE RET	URN THE FOLLOWING AS PROOF OF FI	LING: Varifyet
PL	RTIFIED COPY AIN STAMPED COPY RTIFICATE OF GOOD STANDING	Acknowled Coment W. P. Verili Ver
CONTACT PE	RSON: Janna Wilson	-



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 Œine Documem Specialist

OVISION OF CORP

Letter Number: 599A00008771



ARTICLES OF ORGANIZATION

Thompson Station Enterprises, L.L.C.

99 FEB 25 PM 5: SECRETARY OF ST

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 it's 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. 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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SECRETARY OF STATE

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)	
)	SS:
COUNTY OF DADE)	

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Thompson Station Enterprises, L.L.C.

The name of the registered agent for Thompson Station Enterprises, L.L.C., is South ResidentAgents, Inc. and the street address of company's principal office where the agent is located is 200 South Biscayne Boulevard, Suite 4750, Miami, Florida 33131.

This statement is to acknowledge that, as indicated above, Thompson Station Enterprises, L.L.C. has appointed South Florida Resident Agents, Inc., as its registered agent to accept service of process for the company at the place designated above in this certificate. It accepts this appointment as registered agent and agrees to act in this capacity. It further agrees, to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated Febra 24, 1319

SOUTH FLORIDA RESIDENT AGENTS, INC.

[registered agent]

The foregoing instrument was acknowledged before me this 23 day of February, 1999 by

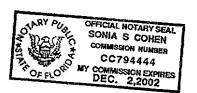
Leonard H, Bloom, Vice President of South Florida Resident Agent, Inc., agent on behalf of Thompson Station

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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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

SECRETARY	99 FEB 25	三
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STATE OF FLORIDA)

SS:
COUNTY OF DADE)

In compliance with Florida Statute §608.407(2), the undersigned authorized representative of the members of Thompson Station Enterprises, L.L.C. deposes and says:

- 1. The limited liability company identified above has at least two members.
- 2. The total amount of cash contributed by the members is \$1,000.
- 3. The total amount of cash or property anticipated to be contributed by the members is \$5,000. This total includes the amount from 2 above.

(Authorized representative)

The foregoing instrument was acknowledged before me this 23 day of February, 1999 by

Leonard H. Bloom on behalf of Thompson Station Enterprises, L.L.C., a limited liability

company: Lêonard H. Bloom is personally known to me or has produced as identification

Notary Public

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