

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-344-8062 • Fax (850) 224-1122

L99000001167

DFS Capital, LLC

100002791971--0

-03/02/99--01039--012

****855.00 ****285.00

___ Art of Inc. File ___

___ LTD Partnership File ___

___ Foreign Corp. File ___

✓ ___ L.C. File ___

___ Fictitious Name File ___

___ Trade/Service Mark ___

___ Merger File ___

___ Art. of Amend. File ___

___ RA Resignation ___

___ Dissolution / Withdrawal ___

___ Annual Report / Reinstatement ___

___ Cert. Copy ___

✓ ___ Photo Copy ___

___ Certificate of Good Standing ___

___ Certificate of Status ___

___ Certificate of Fictitious Name ___

___ Corp Record Search ___

___ Officer Search ___

___ Fictitious Search ___

___ Fictitious Owner Search ___

___ Vehicle Search ___

___ Driving Record ___

___ UCC 1 or 3 File ___

___ UCC 11 Search ___

___ UCC 11 Retrieval ___

___ Courier ___

99 MAR -2 PM 12:58

99 MAR -2 AM 10:53

FILED
STATE
SECRETARY OF CORPORATIONS

RECEIVED

Signature

mk

3/2/99

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

3/2/99 10:18

ARTICLES OF ORGANIZATION

OF

D F S CAPITAL, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 12:58

I, the undersigned person of the age of eighteen (18) years of age or more, acting as the organizer of a limited liability company under the Florida Limited Liability Company Statutes, do hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I - Name:

the name of the Limited Liability Company is D F S Capital, LLC

ARTICLE II - Address:

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

D F S Capital, LLC
860 U.S. Hwy One, Suite 108
North Palm Beach, FL 33408

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual and shall commence on the date of this Agreement and shall only be dissolved on the earlier of (I) written Agreement by all Partners (ii) dissolution for any reason that may be set forth herein.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and address of the organizing member is:

James O. McKenna, Jr.
860 U.S. Hwy One, Suite 108
North Palm Beach, FL 33408

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 12:58

ARTICLE V - Admission of Additional Members:

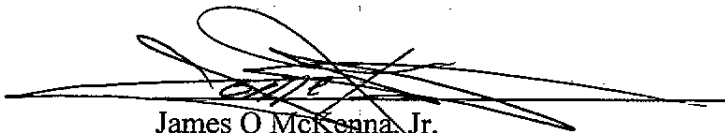
In the event that the Company is required to seek additional funding in order to carry out its business in addition to any loans which may be obtained, a majority of the Voting Units, shall at a meeting of Members called for that purpose or written consent, authorize the sale of additional Voting Units beyond the One Hundred (100) authorized Units at a price or prices to be determined by such a majority vote. Provided, however, before the Company shall sell any additional Units, it shall first offer each existing member the right but not the obligation to purchase additional Units on a pro rata basis, which right expires after a period not to exceed 10 days. The Members who elect to purchase additional Units shall have the additional right to purchase un-subscribed Units. This additional right shall again be on a pro-rata basis. The exercise of all rights offered under this provision shall be indicated in writing.

ARTICLE VI - Members Rights to Continue Business:

In the event of 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, the remaining Members shall be deemed to have agreed to continue the business of the Company under the terms of this Agreement unless Members holding a majority of the Voting Units vote to allow the Company to be dissolved and such vote occurs within 90 days of the event otherwise causing dissolution. Upon the occurrence or such an event, the Company shall promptly provide notice to all Members.

IN WITNESS WHEREOF, I have set my hand on this the 1 day of

 MARCH , 1999


James O McKenna, Jr.
Organizing Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 12:58

The undersigned member or authorized representative of a member of _____
TRFS CAPITAL LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 100,000
This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a 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.)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 12:58

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: _____

TFS CAPITAL, LLC

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

JAMES O. McKenna, Jr.
(NAME)

8600 US HIGHWAY 5-108
(P. O. Box NOT ACCEPTABLE)

NPB, FL 33408
(CITY/STATE/ZIP)

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.

[Signature]
(SIGNATURE)

3/1/99
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent