

L9900002194

JAMES A. BAXTER
GARY N. STROHAUER
ELIZABETH R. MANNION

LAW OFFICES OF
BAXTER, STROHAUER & MANNION, P.A.
FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 CLEVELAND STREET
CLEARWATER, FL 33755

April 13, 1999

TEL (727) 461-6100
FAX (727) 447-6899
EMAIL: lawyer@baxstroh.com

Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

700002838667--2
-04/15/99-01022-010
*****285.00 *****285.00

Re: Ozona Development, LLC

Dear Sir:

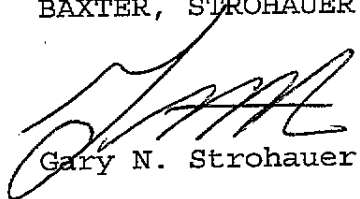
Enclosed please find an original and one copy of Articles of Organization for the Limited Liability Company of Ozona Development, Inc. Also enclosed is our firm's check in the amount of \$285.00 representing payment of the following:

Filing fee \$250.00
Registered Agent Fee 35.00

Please return the enclosed copy stamped with the date of filing.

Very truly yours,

BAXTER, STROHAUER & MANNION


Gary N. Strohauser

FILED
99 APR 15 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GNS/kc
Encls.

cc: Jeff Boen & Tom Norman
corp/ozona/let/secstate

L99-2194

| | |
|-----------------|----|
| Name | OK |
| Availability | OK |
| Signature | OK |
| Examination | OK |
| Notarization | OK |
| Underlying | OK |
| Verifying | OK |
| Acknowledgment | OK |
| W. P. Verifying | OK |

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
OZONA DEVELOPMENT, LLC

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I
NAME

The name of this Company shall be: Ozona Development, LLC.

ARTICLE II
COMMENCEMENT DATE AND DURATION

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409 of the Act and shall continue for a period of fifty (50) years from the commencement date, or until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; and
3. Unanimous written consent of all of the members.

ARTICLE III
PURPOSES

This Company is created and formed for the purpose of engaging in all lawful businesses authorized pursuant to Section 608.403 of the Act, including the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with any real property and all such other activities incidental or useful to the foregoing.

Prepared by:

Gary N. Strohauer, Esquire
Baxter, Strohauer & Mannion, P.A.
1150 Cleveland Street, Suite 300
Clearwater, FL 33755
(727) 461-6100

99 APR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV
PLACE OF BUSINESS

The principal place of business and mailing address of this Company shall be 325 Bear Ridge Circle, Ozona, Florida 34660, and such other place or places as may be designated by the managers from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent for this Company shall be Thomas M. Norman and the address of the registered agent for service of process shall be 2277 Watrous Drive, Dunedin, Florida 34698.

ARTICLE VI
CAPITAL CONTRIBUTIONS

a. Initial Capital. The initial capital of this Company shall consist of the sum of One Hundred Dollars (\$100.00).

b. Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members at the times as determined by written agreement among the members or in accordance with the Operating Agreement adopted and approved by the members, and may be made in cash or in property.

c. Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act. A member shall be entitled to a return of his capital contribution by consent of all members.

ARTICLE VII
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VIII
CONTINUATION OF BUSINESS

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

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TALLAHASSEE, FLORIDA

ARTICLE IX
MANAGEMENT OF BUSINESS

The Company shall be managed by its members, who shall be entitled to vote in person or by proxy, in accordance with the Operating Agreement adopted by the members, which may contain provisions not inconsistent with the laws of this state or these Articles. Each member shall have a number of votes (including fractions) equal to such member's percentage of capital interest in the Company, with the total number of votes for all members totaling one hundred (100). The names and addresses of the members are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------------|-----------------------------------------------|
| Jeffrey E. & Shelley E. Boen | 325 Bear Ridge Circle Ozona, Florida 34660 |
| Thomas M. & Suzanne M. Norman | 2277 Watrous Drive Dunedin, Florida 34698 |

ARTICLE X
POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI
PROPERTY

a. Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

b. Title. The title to all property of the company shall be held in the name of this Company.

c. Conveyances. The members are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

Ozona Development, LLC

By: _____
a Member

No third party need inquire any further than these Articles for authorization as to the form of conveyance on documents for title to real or personal property.

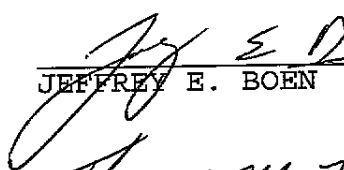
ARTICLE XII
AMENDMENTS


These Articles, except with respect to vested rights of the members, may be amended at any time either by a vote by a majority in interest of its members; and such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XIII
OPERATING AGREEMENT

The members are hereby authorized and directed to prepare and adopt an Operating Agreement for the governing of the internal affairs of this Company. Such Operating Agreement shall contain such provisions as the members consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement shall be set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizer of Ozona Development, LLC, has executed these Article of Organization this 10 day of April, 1999.


JEFFREY E. BOEN


THOMAS M. NORMAN

FILED
90 APR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th
day of April, 1998, by JEFFREY E. BOEN.



Gary N. Strohauer
MY COMMISSION # CC706522 EXPIRES
January 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
NOTARY PUBLIC
My Commission Expires:

Personally known X or ~~Produced identification~~
~~Type of identification produced~~

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th
day of April, 1998, by THOMAS M. NORMAN.



Gary N. Strohauer
MY COMMISSION # CC706522 EXPIRES
January 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
NOTARY PUBLIC
My Commission Expires:

Personally known X or ~~Produced identification~~
~~Type of identification produced~~

FILED
99 APR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned having been named Registered Agent and designated to accept service of process for the above-stated Company at 2277 Watrous Drive, Dunedin, Florida 34698, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Thomas M. Norman
THOMAS M. NORMAN

Dated: 4-10-99

FILED
99 APR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared Jeffrey E. Boen, a member of Ozona Development, LLC, a Florida limited liability company, who upon being duly sworn, certifies as follows:

1. Ozona Development, LLC has two (2) members.
2. The amount of current and anticipated capital contributions made by the members to Ozona Development, LLC in the aggregate is One Hundred Dollars (\$100.00).

JEFFREY E. BOEN

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED me this 10th day of April, 1999 by JEFFREY E. BOEN, as a member of Ozona Development, LLC, a Florida limited liability company.



Gary N. Strohauer
MY COMMISSION # CC706522 EXPIRES
January 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC

My Commission Expires:

Personally known X or Produced identification
~~Type of identification produced~~

corp/ozona/artorg

FILED
89 APR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA