

L99000002214

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March 16, 1999

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W99-7309

Secretary of State
State of Florida
Division of Corporations
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

RE: *Simmons Loop Investment, L.L.C.*

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Organization for filing with the Secretary of State's Office.

This firm's check in the amount of \$140.00 is also enclosed to cover your filing fees.

Thank you for your assistance.

Sincerely,

James A. Taylor, III

JAT:smt\Clerk.LLC

Enc.

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 PM 4:05

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-03/22/99--01085--014
****140.00 ****140.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 1999

JAMES A. TAYLOR, III
ROSSWAY MOORE & TAYLOR
5070 NORTH HWY A1A, SUITE 200
VERO BEACH, FL 32963

SUBJECT: SIMMONS LOOP INVESMENT, L.L.C.
Ref. Number: W99000007309

We have received your document for SIMMONS LOOP INVESMENT, L.L.C. and check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$145.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

There is a balance due of \$145.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 799A00015346

ARTICLES OF ORGANIZATION
FOR
SIMMONS LOOP INVESTMENT, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 PM 4:05

1. **ARTICLES OF ORGANIZATION.**

ARTICLE I
NAME

The name of the Limited Liability Company is as follows:

SIMMONS LOOP INVESTMENT, L.L.C.

ARTICLE II
ADDRESS

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

2125 Windward Way, Vero Beach, Florida 32963

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are as follows: _

1. **KING CHARTER CO.,**
 a Florida corporation
 2125 Windward Way
 Vero Beach, Florida 32963

2. **WAINWRIGHT CAPITAL CORP.,**
 a Nevada corporation
 P.O. Box 15456
 Clearwater, Florida 33766-5456

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows: _

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members will be set forth in a later executed agreement between the members.

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right to continue the business on the 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.

ARTICLE VII
PURPOSE

This Limited Liability Company has been formed by the members for the purpose of purchasing and selling for investment purposes real and personal property and for all other legal purposes to which the members may elect from time to time to put the said Limited Liability Company.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, *Florida Statutes*.

ARTICLE IX
GOVERNANCE AND OPERATION

This Limited Liability Company shall be governed by the members in accordance with and shall operate according to a later executed agreement between the members.

IN WITNESS WHEREOF, the undersigned member has caused these presents to be executed on the date set forth below.

KING CHARTER CO.,
a Florida corporation

By: Mary B. Taylor
MARY B. TAYLOR, Vice President

Date: 3/16/99

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

**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 IN DESIGNATING THE REGISTERED
AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **SIMMONS LOOP
INVESTMENT, L.L.C.**
2. The name and address of the Registered Agent and Office is as
follows:

**JAMES A. TAYLOR, III
Suite 200, 5070 N. Highway A-1-A
Vero Beach, Florida 32963**

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.



JAMES A. TAYLOR, III

Date: March 16, 1999

2. **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS.**

STATE OF FLORIDA)
) ss:
COUNTY OF INDIAN RIVER)

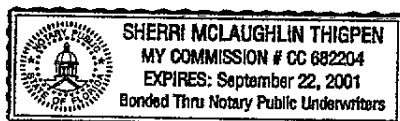
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned **MARY B. TAYLOR**, as Vice President of **KING CHARTER CO.**, a Florida corporation, being a member or authorized representative of a member of **SIMMONS LOOP INVESTMENT, L.L.C.**, deposes and says:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$10,000.00.
3. The agreed value of property other than cash contributed by members is none, as no property has been contributed.
4. The total amount of cash or property anticipated to be contributed by members is \$10,000.00. This includes amounts from 2 and 3 above.

Mary B. Taylor
MARY B. TAYLOR

SWORN TO AND SUBSCRIBED before me by **MARY B. TAYLOR**, as Vice President of **KING CHARTER CO.**, a Florida corporation, this 16th day of March, 1999. I further state that (check one) I have examined the current Florida driver's license of the aforesaid person, or X I am familiar with the identity of the aforesaid person and have confirmed said person's identity.



Sherri McLaughlin Thigpen
NOTARY PUBLIC, State of Florida
(Affix Seal)

My commission expires:

(In accordance with Section 608.403(3), *Florida Statutes*, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)