

L99000002223

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Karr/Allen, L.C.

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TALLAHASSEE, FLORIDA

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Art of Inc. File	_____
LTD Partnership File	_____
Foreign Corp. File	_____
<input checked="" type="checkbox"/> L.C. File	_____
Fictitious Name File	_____
Trade/Service Mark	_____
Merger File	_____
Art. of Amend. File	_____
RA Resignation	_____
Dissolution / Withdrawal	_____
Annual Report / Reinstatement	_____
<input checked="" type="checkbox"/> 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	_____
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UCC 1 or 3 File	_____
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UCC 11 Retrieval	_____
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ARTICLES OF ORGANIZATION

OF

KARR/ALLEN, L.C.

ARTICLE I

NAME

The name of the limited liability company is **KARR/ALLEN, L.C.**, (the "Company")

ARTICLE II

PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III

**PRINCIPAL PLACE OF BUSINESS AND
PRINCIPAL MAILING ADDRESS**

The mailing address of the Company's principal place of business is Post Office Box 135, Windermere, Florida 34786, and the street address of the Company's principal place of business is 527 Main Street, Windermere, Florida 34786.

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ARTICLE IV

DURATION

The period of duration of the Company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the Regulations (i.e., the "Operating Agreement") adopted by the members. The remaining members are given the right to continue the business of the limited liability company 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, upon a meeting and unanimous vote of the remaining members within sixty days of said event(s) to continue said business.

ARTICLE V

MANAGEMENT

The management of the Company is reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided and limited in the Regulations of the Company. This Article may be amended from time to time in the Regulations of the Company by unanimous vote of the members of the Company. The names and addresses of the managing members are:

Thomas J. Karr, Jr.
527 Main Street
Windermere, Florida 34786

Donald R. Allen, Jr.
1420 E. Robinson Street
Orlando, Florida 32801

ARTICLE VI

MEMBERS

The names and addresses of the initial members are as follows:

Thomas J. Karr, Jr.
527 Main Street
Windermere, Florida 34786

Donald R. Allen, Jr.
1420 E. Robinson Street
Orlando, Florida 32801

ARTICLE VII

ADMISSION OF NEW MEMBERS

New members may come into the Company only upon the unanimous consent of all existing members and upon such terms and conditions as the then existing members may unanimously agree. Initial contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold, mortgaged, pledged, conveyed or otherwise transferred except with unanimous written consent of all members.

ARTICLE VIII

MEMBER VOTING

All members of the Company are entitled to vote on all matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company and in the absence of such, each member shall have an equal vote.

ARTICLE IX

CAPITAL CONTRIBUTIONS

Initial capital contributions shall be paid to the Company by the two (2) members as provided in the attached Affidavit of Membership and Contribution.

Additional contributions will be made as required for investment purposes as determined by unanimous consent of the members and/or as further provided in the Regulations. Members will make contributions in such amounts, and in such proportions, and at such frequency as the members may unanimously agree.

ARTICLE X

ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat. Such Regulations may also be termed as the "Operating Agreement".


ARTICLE XI

INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida, County of Orange, is 527 Main Street, Windermere, Florida 34786. The members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Thomas J. Karr, Jr. The Registered Agent of the limited liability company may be changed from time to time by a vote of the members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned members of KARR/ALLEN, L.C. this 19th day of April, 1999.


THOMAS J. KARR, JR.
Member of KARR/ALLEN, L.C.

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STATE OF FLORIDA
COUNTY OF ORANGE

SWORN to and subscribed before me this 19th day of April, 1999, by THOMAS J. KARR, JR., member of KARR/ALLEN, L.C.


(Signature of Notary Public - State of Florida)

MARIA A. CRANE
MY COMMISSION # CC 709438
EXPIRES: March 15, 2002
(Print, Type, or Stamp Commissioned Name of Notary Public Underwriters)

(Personally Known) OR Produced Identification

Type of Identification Produced

**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE/REGISTERED AGENT
OF KARR/ALLEN, L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

KARR/ALLEN, L.C.

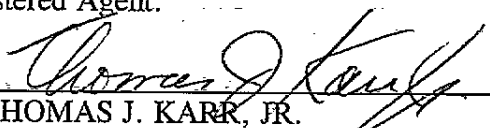
2. The name and address of the registered agent and office is:

Thomas J. Karr, Jr.
527 Main Street
Windermere, Florida 34786

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.

Date:

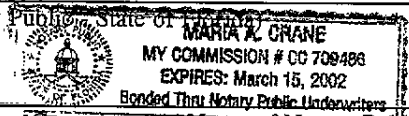
4-19-99


THOMAS J. KARR, JR.

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN to and subscribed before me this 19th day of April, 1999, by **THOMAS J. KARR, JR.**



(Signature of Notary Public, State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

(Personally Known) OR Produced Identification _____

Type of Identification Produced _____

Filing Fee: \$35.00 for Designation of Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF KARR/ALLEN, L.C.**

The undersigned member or authorized representative of a member of **KARR/ALLEN, L.C.**, deposes and says:

1. The above-named Limited Liability Company has at least two (2) members.
2. The total amount of cash contributed by the members is: \$100,000.00
3. If any, the agreed value of property other than cash contributed by the members is: \$ 0.00
4. The total amount of cash or property anticipated to be contributed by the members is: \$ 0.00
5. The total amounts of 2, 3, and 4 is: \$100,000.00

FURTHER AFFIANT SAYETH NAUGHT.

KARR/ALLEN, L.C.

By:

Thomas J. Karr, Jr.
THOMAS J. KARR, JR.

Member of KARR/ALLEN, L.C.

(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).

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN to and subscribed before me this 19th day of April, 1999, by **THOMAS J. KARR, JR.**, as a member of **KARR/ALLEN, L.C.**

(Signature of Notary Public)

(Print, Type, or Stamp Commissioned Name of Notary Public)

(Personally Known) OR Produced Identification

Type of Identification Produced