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April 22, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002852392--4
-04/26/99-01166-014
***337.50 ***337.50

Re: Circle A Enterprises, L.L.C.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the executed Articles of Organization of the above-referenced limited liability corporation and the Resident Agent Designation and Acceptance. Also enclosed is our check in the amount of \$337.50 representing the filing fee of \$250.00 for the Articles of Organization, filing fee of \$35.00 for the Designation and Acceptance of the Resident Agent and \$52.50 for a certified copy.

Please file the enclosed and return the certified copy at your earliest convenience. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Very truly yours,



Larry F. Witte

/pr
Enclosures
cc: Mrs. Donnis T. Ashton

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

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
CIRCLE A ENTERPRISES, L.L.C.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Organization for the purpose of forming a limited liability company under Chapter 608 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the Limited Liability Company is: CIRCLE A ENTERPRISES, L.L.C.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Limited Liability Company is: 1100 S.E. 5th Court, #77, Pompano Beach, Florida 33060.

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 name and address of the managing member is: Donnis T. Ashton, 1100 S.E. 5th Court, #77, Pompano Beach, Florida 33060.

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 may be determined by a majority of the members.

ARTICLE VI

MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the limited liability company 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 shall be that the business may be continued with the unanimous approval of the remaining members within sixty (60) days after the terminating event.

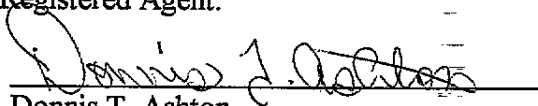
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: CIRCLE A ENTERPRISES, L.L.C.
2. The name and the Florida address of the registered agent are:

Donnis T. Ashton
1100 S.E. 5th Court, #77
Pompano Beach, Florida 33060

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Donnis T. Ashton

ARTICLE VII

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CIRCLE A ENTERPRISES, L.L.C., certifies:

- 1) The above named limited liability company has at least one member;
- 2) The total amount of cash contributed by the member(s) is: \$100,000.00;
- 3) If any, the agreed value of property other than cash contributed by member(s) is: \$0.00

(A description of the property is attached and made a part hereof.); and

- 4) The total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$100,000.00.


DONNIS T. ASHTON, 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.