

L990000002545

CAPITAL CONNECTION, INC.

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

Full Sail Enterprises, LLC

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Name	5/5/99
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5 pages

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	_____

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99 MAY -5 PM 12:30

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99 MAY -5 AM 11:23

**ARTICLES OF ORGANIZATION
OF
FULL SAIL ENTERPRISES, L.L.C.**

FILED
99 MAY -5 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an Organizer of a limited liability company under the Florida Limited Liability Company Act, files the following Articles of Organization:

**I.
NAME**

The name of this limited liability company is FULL SAIL ENTERPRISES, L.L.C. (hereinafter called "Company").

**II.
PURPOSE**

The purpose for which the Company is formed is to engage in any activity permitted under the laws of the State of Florida.

**III.
TERM OF EXISTENCE**

This Company shall begin existence at the date of filing and shall exist perpetually.

**IV.
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company is 1253 Park Street, Clearwater, Florida, 33756.

**V.
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's registered agent, whose Acceptance of Appointment as Registered Agent is included with these Articles, is:

Cynthia I. Rice
1253 Park Street
Clearwater, Florida 33756

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI.
ADMISSION OF MEMBERS

The Members of the Company may admit additional members, which admission shall require the approval of those Members owning a majority of the Membership units issued and outstanding of the Company. Criteria for admission to Membership may be set forth in the regulations of the Company.

VII.
CONTINUITY

The remaining members of the Company will have the right to continue the business of the Company upon 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 Company.

VIII.
MANAGEMENT

The business of the Company will be conducted and managed by the Members, who shall have authority to act for the Company as set forth in the Regulations of the Company. The names and addresses of the managing members are:

Meredith A. Bishop
1253 Park Street
Clearwater, FL 33756

Richard P. Miller
1253 Park Street
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, and acknowledged them to be her act, this 3rd day of May, 1999.

Cynthia I. Rice
Cynthia I. Rice

"Organizer"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, CYNTHIA I. RICE, accept the appointment as Registered Agent of the Company, and state that I am familiar with and accept the duties and obligations of that position.

Date: 5/3/99

Cynthia I. Rice
CYNTHIA I. RICE

"Registered Agent"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

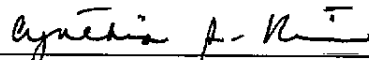
STATE OF FLORIDA
COUNTY OF PINELLAS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member of **FULL SAIL ENTERPRISES, L.L.C.** certifies:

1. That the above named limited liability company has at least one member;
2. That the total amount of cash contributed by the members is Fifteen Thousand Dollars (\$15,000.00);
3. That there is no property other than cash contributed by members; and
4. That the total amount of cash and property contributed and anticipated to be contributed by the members is One Hundred Fifty Thousand Dollars (\$150,000.00).

IN WITNESS WHEREOF, the undersigned representative has executed this Affidavit and acknowledged it to be her act, this 3rd day of May, 1999.



CYNTHIA I. RICE, Authorized Rep.

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, CYNTHIA I. RICE, who is personally known to me, and she is the person described in and who executed the foregoing Affidavit of Membership and Contributions, and she acknowledged then and there before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of May, 1999.



Notary Public

Name: Karen E. Robertson

My Commission expires:



Karen E. Robertson
Commission # CC 793578
Expires JAN. 25, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.