

L99000002746



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****337.50 ****337.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

728 Virginia Drive LLC

99 MAY 12 PM 12:20
MAIL ROOM
WILL WALK IN
PHOTO COPY
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pick Up Time

RUSH

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- ARTICLES ONLY
- ALL CHARTER DOCS

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability Corporation
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other LLC

Name: SIN...
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- FICTITIOUS NAME SEARCH
- CORP SEARCH

① affidavit

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Date: 5/9900001136

5 pages



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 12, 1999

UCC FILING & SEARCH SERVICES, INC.
526 EAST PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: 728 VIRGINIA DRIVE LLC
Ref. Number: W99000011136

We have received your document for 728 VIRGINIA DRIVE LLC and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 899A00026073

**ARTICLES OF ORGANIZATION
AND AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
OF**

728 VIRGINIA DRIVE, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned, being a Member and Organizer of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is 728 Virginia Drive, L.L.C.

SECOND: The Limited Liability Company shall commence on the date of the filing of these Articles of Organization by the Florida Department of State and shall continue until the occurrence of an event set forth in the Operating Agreement which causes a termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The street address of the initial registered office of the Limited Liability Company in Florida is 358 W. Comstock Avenue, Winter Park, Florida 32789, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Michael S. Montgomery.

FIFTH: The mailing address and principal office of the Limited Liability Company is 358 W. Comstock Avenue, Winter Park, Florida 32789.

SIXTH: The Limited Liability Company is to be managed by the Managing Members. The names and addresses of the initial Managing Members are: James R. Ford, having an address at 358 W. Comstock Avenue, Winter Park, Florida 32789, and Michael S. Montgomery, having an address at 358 W. Comstock Avenue, Winter Park, Florida 32789.

SEVENTH: The total amount of cash contributed to the Limited Liability Company, as capital, by the Members is \$337.50.

The agreed value of any property other than cash contributed to the Limited Liability Company, as capital, by the Members is \$0.00.

The amount of cash or other property anticipated to be contributed to the Limited Liability Company, as capital, by the Members is \$45,000.00. This total includes the contribution set forth above.


EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

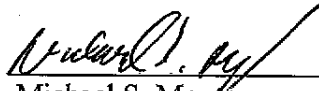
NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members, in accordance with the terms and conditions of the Operating Agreement of the Limited Liability Company.

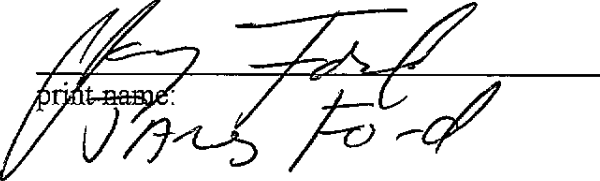
TENTH: The remaining Members of the Limited Liability Company, by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles of Organization on May 11, 1999.

In the presence of:


print name: W. E. Kreuter

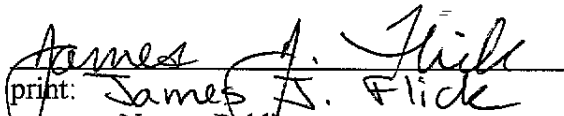

Michael S. Montgomery


print name: Vans Ford

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF ORANGE, ss.

The foregoing instrument was acknowledged before me on the 11 day of May, 1999, by Michael S. Montgomery, who is personally known to me or who produced the following type of identification: _____


print: James J. Flick
Notary Public

My commission expires on _____

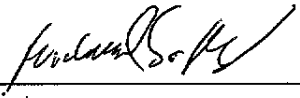
NOTARY PUBLIC - STATE OF FLORIDA
JAMES J FLICK
COMMISSION # CC720058
EXPIRES 5/8/2002
BONDED THRU AGA 1-888-NOTARY1

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, Michael S. Montgomery, having been named as Registered Agent for 728 Virginia Drive, L.L.C., hereby voluntarily consent to serve as Registered Agent for 728 Virginia Drive, L.L.C.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: May 11, 1999.



print:
Michael S. Montgomery

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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