

L99000002790

CAPITAL CONNECTION, INC.

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

Arizona '99, LLC

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****285.00 ****285.00

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 14 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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7 pages

**ARTICLES OF ORGANIZATION
OF
ARIZONA '99, L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I
NAME**

The name of this limited liability company shall be ARIZONA '99, L.L.C.

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at _____
154 Baywind Drive, Niceville, FL 32578

The mailing address of the limited liability company is _____
154 Baywind Drive, Niceville, FL 32578

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is DANIEL C. PERRI.

ARTICLE VI
CAPITAL

The capital of the limited liability company that will be contributed shall be the sum of One Thousand and 00/100 Dollars
(\$ 1,000.00).

ARTICLE VII
MANAGEMENT

The name and address of the sole manager of the limited liability company is as follows:

Rolf Klam
154 Baywind Drive
Niceville, FL 32578

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

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TALLAHASSEE, FLORIDA

ARTICLE VIII
INITIAL MEMBER

The names and addresses of the members of this limited liability company are as follows:

Rolf Klam
154 Baywind Drive
Niceville, FL 32578

ARTICLE IX
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE X
DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XI
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being a member hereinbefore named, has hereunto set his hand and seal on this the 5th day of May, 1999, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

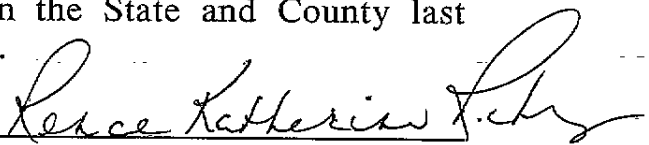


Rolf Klam
Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 5th day of May, 1999, by Rolf Klam as Member who personally appeared and who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 5th day of May, 1999.



NOTARY PUBLIC
My commission expires:



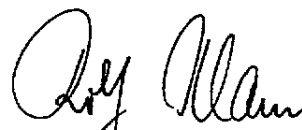
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.415, Florida Statutes, the following is submitted:
ARIZONA '99, L.L.C. , desiring to organize under the laws of the State of
Florida with its principal place of business at _____

154 Baywind Drive, Niceville, FL 32578

has named **Daniel C. Perri** as its agent to accept service of process within the
State of Florida and whose address is 5 Clifford Drive, Shalimar, Florida 32579.



Rolf Klam
Member

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all Florida Statutes
relative to the proper and complete performance of my duties.



Daniel C. Perri
Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned member of ARIZONA '99, L.L.C., after being duly sworn, do depose and state the following:

1. There is at least one (1) member of ARIZONA '99, L.L.C..

2. The capital contribution to ARIZONA '99, L.L.C. is One
Thousand and 00/100 Dollars (\$ 1,000.00).

The total contribution to ARIZONA '99, L.L.C. is One
Thousand and 00/100 Dollars (\$ 1,000.00).

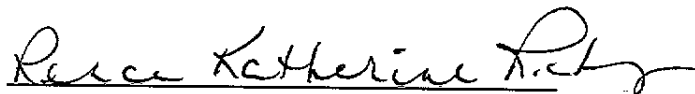
3. There is no contribution of property other than that listed in paragraph 2 above.

4. Future capital: None at this time.



Rolf Klam
Member and Manager

Sworn to and ascribed before me on
May 5, 1999.



NOTARY PUBLIC

My commission expires: _____



Renee Katherine Richey
MY COMMISSION # CC590139 EXPIRES
December 21, 2000
BONDED THRU TROY FAIR INSURANCE, INC.