

L99000002820

File
370

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS 300002876803--1
DATE: 5/7/99 -05/17/99--01023--024
REF. #: 0171.6821 ****337.50 ****337.50
CORP. NAME: Park Central Property Management, LLC

- () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() CERT. OF AUTHORITY () LIMITED PARTNERSHIP (X) LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: _____

STATE FEES PREPAID WITH CHECK# 3159 FOR \$ 337.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

EFFECTIVE DATE
6/13/99

Name	<u>5117199</u>
Availability	<u>dec</u>
Document	
Examiner	DCC
PLEASE RETURN:	
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC
Examiner's Initials	

COST LIMIT: \$ _____

DEPARTMENT OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 17 AM 10:15

RECEIVED

() PLAIN STAMPED COPY

02820000002820

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2346
ORLANDO, FLORIDA 32802-2346

800 NORTH MAGNOLIA AVENUE
SUITE 1500
ORLANDO, FLORIDA 32803

(407) 841-1200
FAX (407) 423-1831

WRITER'S DIRECT DIAL
(407) 428-5119

WRITER'S E-MAIL ADDRESS
MFENDLE@DEANMEAD.COM

May 14, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314


Re: Articles of Organization of Park Central Property Management, L.L.C.

Dear Sir or Madam:

Simultaneously with the submission for filing of the attached Articles of Organization of Park Central Property Management, L.L.C., which are to be filed effective as of May 13, 1999, we have submitted for filing Articles of Amendment to the Articles of Incorporation of Park Central Property Management, Inc. to change the name of the corporation to Elkar Management Corp., which are to be filed on May 17, 1999. It is my understanding that there will be no conflict with the similar names, even though the Articles of Organization will have an earlier effective date, because the director of the corporation (Joel K. Slater) is also a member of the limited liability company.

If you have any questions regarding this filing, please call me.

Sincerely,


Mary F. Fendle, Legal Assistant

:mff

cc: Charles H. Egerton, Esq.

**WRITTEN CONSENT TO ACTION OF THE SOLE SHAREHOLDER
AND BOARD OF DIRECTORS
OF
PARK CENTRAL PROPERTY MANAGEMENT, INC.
TAKEN IN LIEU OF A SPECIAL MEETING**

The undersigned, comprising of the sole Shareholder and Directors of **PARK CENTRAL PROPERTY MANAGEMENT, INC.**, a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), hereby take the following actions by written consent in lieu of holding a special meeting, pursuant to the provisions of Section 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended to change the corporate name of the corporation to **ELKAR MANAGEMENT CORP.**

RESOLVED, that Joel K. Slater, as Senior Vice President of the Corporation, is hereby authorized and directed, by and on behalf of the Corporation, to execute Articles of Amendment to Articles of Incorporation of the Corporation, and to arrange filing of such amendment with the Secretary of State of Florida.

DATED this 12 day of May, 1999.

ELKAR HOLDINGS (FLORIDA), INC.,
a Florida corporation, Sole Shareholder

By: _____

Henry A. Morton, President

Henry Morton, Director

Joel K. Slater, Director

ARTICLES OF ORGANIZATION
OF
PARK CENTRAL PROPERTY MANAGEMENT, L.L.C.

EFFECTIVE DATE
5/13/99

The undersigned, pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company shall be Park Central Property Management, L.L.C. (the "Company").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 5145 City Street, Orlando, Florida 32839.

ARTICLE III - DURATION

The term of existence of the Company shall commence on the date of execution of these Articles of Organization, and shall continue until December 31, 2049, unless sooner dissolved pursuant to the Articles of Organization or the Regulations of the Company, or by operation of law.

ARTICLE IV - MANAGEMENT

The management of the Company shall be reserved to the Members, the names and addresses of which are as follows:

Joel K. Slater
5145 City Street
Orlando, Florida 32839

Nanette Cavarretta
5145 City Street
Orlando, Florida 32839

Morkids Management, Inc.
5145 City Street
Orlando, Florida 32839

ARTICLE V - NEW MEMBERS

New Members shall be admitted only with the unanimous consent of, and upon terms unanimously approved by, all of the Members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued on unanimous approval of all of the remaining Members (other than the terminated Member and such Member's successors-in-interest).

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 5145 City Street, Orlando, Florida 32839. The name of the registered agent of the Company at that address is Joel K. Slater.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization this 13th day of May, 1999.


Joel K. Slater, Member

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


Joel K. Slater

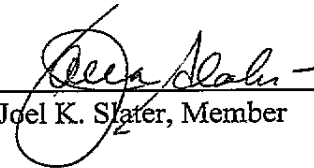
Date: May 13, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of PARK CENTRAL PROPERTY MANAGEMENT, L.L.C. certifies that:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is \$100.00.
3. There is no property, other than cash, contributed by members.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$100.00.

Date: May 13, 1999


Joel K. Slater, 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.)