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DAVID K. OAKS

JACKIE M. SMITH

CERTIFIED LEGAL ASSISTANT

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00789-02545-01117-01125-00071

W99-9825

April 21, 1999

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****285.00 ****285.00

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

Re: ARTICLES OF ORGANIZATION OF H & R LIMITED L.C.
New Filing

Dear Sir:

Enclosed please find an original and two copies of the Articles of Organization for H & R LIMITED, L.C. together with the filing fee in the amount of \$285.00. Please return a stamped copy of the Articles to the above address. Thank you for your assistance.

If there are any questions or problems, please do not hesitate to contact my office.

Yours very truly,

David K. Oaks

David K. Oaks

DKO:js
Encl.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 PM 3:17



RECEIVED MAY 14 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

DAVID K. OAKS
252 WEST MARION AVENUE
PUNTA GORDA, FL 33950

SUBJECT: H & R LIMITED L.C.
Ref. Number: W99000009825

We have received your document for H & R LIMITED L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name is unavailable. Because the names have a different suffix does not make them distinguishable. The suffix has no bearing on the availability of a name, also, Article I gives the principle address, but does not mention the MAILING ADDRESS. If it will be the same as the principal address, make a statement to that effect, also, Article VIII states that the company shall exist until dissolved, this is not acceptable for the DURATION. You must give a specific date or state that the company's existence will be perpetual.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 799A00022211

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 PM 3:17

ARTICLES OF

ORGANIZATION OF H & R LIMITED OF CHARLOTTE COUNTY, L. C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be H & R LIMITED OF CHARLOTTE COUNTY, L. C., and its principal office shall be located at 1415 Kinglet Drive, in the City of Punta Gorda, County of Charlotte, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The complete mailing address is 1415 Kinglet, Punta Gorda, FL 33950

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this

limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by two managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows: RONALD S. BOCHNER, 1415 Kinglet Drive, Punta Gorda, Florida 33950 and HANS G. HENZER, P. O. Box 512138, Punta Gorda, Florida 33951.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$60,000.00 cash shall be paid to the limited liability company by the two members in equal shares of \$30,000.00 each. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified by the manager. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall be perpetual and shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 252 West Marion Avenue, City of Punta Gorda, County of Charlotte, State of Florida, and the name of the company's initial registered agent at that address is DAVID K. OAKS, ESQ.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of H & R LIMITED OF CHARLOTTE COUNTY, L. C.

17th Executed by the undersigned at Punta Gorda, Florida on May 1998.

Witnesses as to RONALD S. BOCHNER:

Jackie M. Smith

Ronald S. Bochner
RONALD S. BOCHNER

David K. Oaks

Witnesses as to HANS G. MENZER:

Jacqui M. Smith

Hans G. Menzer
HANS G. MENZER

David K. Oaks

Statement designating registered agent and office.

State of Florida)
County of Charlotte)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is H & R LIMITED OF CHARLOTTE COUNTY, L.C..

The name of the registered agent for H & R LIMITED OF CHARLOTTE COUNTY, L.C. is DAVID K. OAKS, ESQ. and the street address where the agent is located is 252 West Marion Avenue, Punta Gorda, FL 33950.

This statement is to acknowledge that, as indicated above, H & R LIMITED OF CHARLOTTE COUNTY, L.C. has appointed me, DAVID K. OAKS, ESQ., as its registered agent to accept service of process for the company at the place designated above in this certificate.

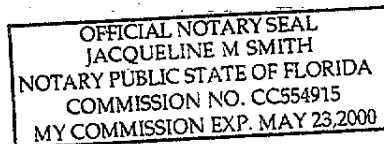
I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

May 17th, 1999.

David K. Oaks
DAVID K. OAKS, ESQ.
252 West Marion Avenue
Punta Gorda, FL 33950
(941) 639-7627
FAX: (941) 575-0242
Email: doaksesq@sunline.net
Florida Bar No. 0301817

17th The foregoing instrument was acknowledged before me this day of May, 1999 by DAVID K. OAKS, agent on behalf of H & R LIMITED OF CHARLOTTE COUNTY, a limited liability company. He is personally known to me or has produced a Florida Driver's License as identification.

Jacqueline M. Smith
Notary Public



Affidavit of membership and contributions.

State of Florida)
County of Charlotte)

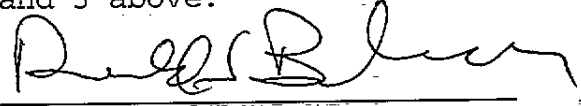
In compliance with FS 608.407(2), the undersigned member or authorized representative of a member of H & R LIMITED OF CHARLOTTE COUNTY, L.C. deposes and says:

1. The limited liability company identified above has at least two members.

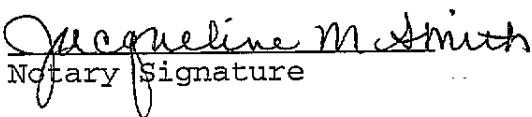
2. The total amount of cash contributed by the members is \$60,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$ N/A

4. The total amount of cash or property anticipated to be contributed by the members is \$60,000.00. This total includes the amounts from 2 and 3 above.


RONALD S. BOCHNER
1415 Kinglet Drive
Punta Gorda, FL 33950

The foregoing instrument was acknowledged before me this 19th day of May 1999 [date] by RONALD S. BOCHNER on behalf of H & R LIMITED, L.C., a limited liability company. He is personally known to me or has produced Florida Driver's License as identification.


Notary Signature

OFFICIAL NOTARY SEAL
JACQUELINE M SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC554915
MY COMMISSION EXP. MAY 23,2000

Affidavit of membership and contributions.

State of Florida)
County of Charlotte)

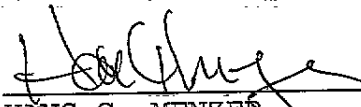
In compliance with FS 608.407(2), the undersigned member or authorized representative of a member of H & R LIMITED OF CHARLOTTE COUNTY, L.C. deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$60,000.00.

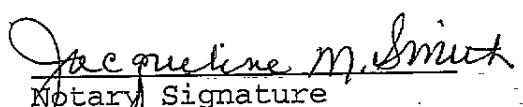
3. If any, the agreed value of property other than cash contributed by the members is \$ N/A

4. The total amount of cash or property anticipated to be contributed by the members is \$60,000.00. This total includes the amounts from 2 and 3 above.



HANS G. MENZER
P. O. Box 512138
Punta Gorda, FL 33951

The foregoing instrument was acknowledged before me this 19th day of May 1999 [date] by HANS G. MENZER on behalf of H & R LIMITED, L.C., a limited liability company. He is personally known to me or has produced Florida Driver's License as identification.



Notary Signature

OFFICIAL NOTARY SEAL
JACQUELINE M SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC554915
MY COMMISSION EXP. MAY 23,2000