

Law Office

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May 19, 1999

VIA UPS OVERNIGHT DELIVERY

Florida Secretary of State
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-05/20/99--01100--012
***\$337.50 ***\$337.50

Attn.: Limited Liability Companies

Re: Articles of Organization/
G. G. & J. of Cocoa Beach, L.C.
File No. M48-101

Dear Folks:

Enclosed herewith for filing please find the executed original and one copy of the Articles of Organization for the above-referenced limited liability company, along with the supplemental affidavit and designation/acceptance of registered agent.

Upon filing, please provide me with a certified copy of the articles. A check for your fees in the amount of \$337.50 is enclosed.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

\sec-ggj.519

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 AM 10:53

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ARTICLES OF ORGANIZATION
OF
G. G. & J. OF COCOA BEACH, L.C.

ARTICLE I
Name

The name of the Limited Liability Company is G. G. & J. of Cocoa Beach, L.C., referred to hereinafter as "Company".

ARTICLE II
Duration

The period of duration for the Company shall be perpetual.

ARTICLE III
Address

The mailing address and street address of the principal office of the Company is 249 West Cocoa Beach Causeway, Cocoa Beach, Florida 32931.

ARTICLE IV
Registered Office and Agent

The street address of the Company's initial registered office is 249 West Cocoa Beach Causeway, Cocoa Beach, Florida 32931. The name of the Company's initial registered agent at that office is Glenda J. Martin.

ARTICLE V
Admission of Additional Members

The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows. The members have the right to admit additional members. New members may be admitted upon unanimous approval of all current members and upon the agreement of the new member(s) to abide and be bound by the Articles of Organization and any regulations of the Company, and subject to any other terms and conditions which the members may unanimously agree to require.

ARTICLE VI
Members' Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company.

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**ARTICLE VII
Management**

The Company is to be managed by one of its members and the name and address of the managing member is:

Glenda J. Martin
8521 Canaveral Beach Avenue
Cape Canaveral, Florida 32920

**ARTICLE VIII
Affidavit of Membership and Contributions**

The undersigned members or authorized representatives of members of the Company certify:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the members is:

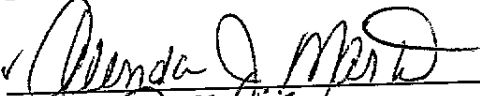
Glenda J. Martin:	\$21,000.00
Gerald W. Morrison:	\$12,000.00
John Martin:	\$ 7,000.00

- 3) if any, the agreed value of property other than cash contributed by members (a description of the property, if any, is attached and made a part hereto) is:

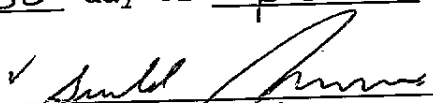
Glenda J. Martin:	\$ -0-
Gerald W. Morrison:	\$ -0-
John Martin:	\$ -0-

- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$40,000.00.

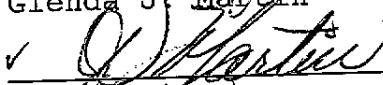
IN WITNESS WHEREOF, the undersigned Members have caused these presents to be executed as of the 30 day of April, 1999.



Glenda J. Martin



Gerald W. Morrison



John Martin

(In accordance with Section 608.408(3) the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

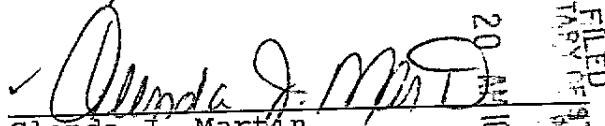
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**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
LIMITED LIABILITY COMPANY**

G. G. & J. of Cocoa Beach, L.C., a limited liability company, executes this supplemental affidavit filed pursuant to Section 608.412, Florida Statutes, and certifies that the total amount of the capital contributions of the members is \$40,000.00, consisting of cash only. (If contributions include other than cash, a description and agreed value of property are attached.)

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed as of the 30 day of April, 1999.


Glenda J. Martin


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WINNIPEG MANITOBA
CANADA

✓ SWORN TO AND SUBSCRIBED before me, an individual authorized to take oaths, this 30 day of APRIL, 1999, by Glenda J. Martin, who is personally known to me or who produced the identification described below.

Type of identification produced:

PHOTO IDENTIFICATION
DRIVERS LICENCE
MA-RT-16-JSDSCJ


Notary Public in and for
authorized to administer oaths

MARIA L. HALKEWYCZ
Notary Public in and for
The Province of Manitoba
204-952 Main St. Wpg. MB. R2W 3P4
Ph. (204)-589-6301

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

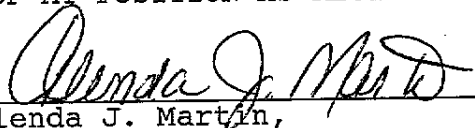
1. The name of the limited liability company is:

G. G. & J. OF COCOA BEACH, L.C.

2. The name and the Florida street address of the registered agent are:

Glenda J. Martin
249 West Cocoa Beach Causeway
Cocoa Beach, Florida 32931

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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.



Glenda J. Martin,
Registered Agent

Date: May 14, 1999

FILED
MAY 10 10:53 AM '99
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF BREVARD
FLORIDA