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ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

June 4, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-06/07/99-01141-012
****337.50 ****337.50

RE: TINSLEY, LLC

Gentlemen:

Enclosed for filing please find the Articles of Organization and Affidavit of contributions for the above-referenced Florida limited liability company.

Also enclosed is a check in the amount of \$337.50 for the filing fee (\$285.00) and the cost of a certified copy (\$52.50).

If anything further is needed, please let me know. Otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,

Kerry M. Wilson / P.K.
KERRY M. WILSON

:pk
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
FOR
TINSLEY, LLC,
A Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
Name**

The name of this Company shall be **TINSLEY, LLC.**

**ARTICLE II
Duration**

The term of existence of the Company shall commence upon the filing of these Articles of Organization and shall continue until December 31, 2050; provided that, if not dissolved before October 1, 1999, upon the date, if any, that the Florida House of Representatives-1999 HB 1513 becomes effective, the existence of the Company shall become perpetual.

**ARTICLE III
Mailing Address**

The mailing address is P. O. Box 1442, Auburndale, Florida, 33823. The street address is 1900 Havendale Blvd, Winter Haven, Florida, 33881.

**ARTICLE IV
Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: Seretha S. Tinsley, 1900 Havendale Blvd. Winter Haven, Florida, 33881.

**ARTICLE V
Admission of Additional Members;
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations and Operating Agreement of this Company.

ARTICLE VI
Right to Continue Business

If, but for the exercise of the right to continue the Company's business, as specified below, the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any even which terminates the continued membership of a Member in the Company shall cause the dissolution of the Company, then the business of the Company shall continue(without dissolution) if elected, in writing, within ninety(90) days of such event by a majority-in-interest of the remaining Members.

ARTICLE VII
Management of Company

The Company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of Members, or until their successors are elected and qualify, are:

George Wm. Tinsley, Sr.	2705 Country Club Road North Winter Haven, FL 33881
Seretha S. Tinsley	2705 Country Club Road North Winter Haven, FL 33881

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ARTICLE VIII
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
Regulations of Company

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members, unless vested in the Managers of the Company, by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

ARTICLE X
Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

ARTICLE XI
Contracting Debt

No debt shall be contracted, nor liability incurred by on behalf of this Company, except by the Managers.

ARTICLE XII
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this _____ day of June, 1999.



GEORGE WM. TINSLEY, SR.

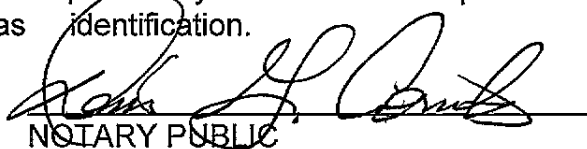


SERETHA S. TINSLEY

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 3 day of June, 1999, by **GEORGE WM. TINSLEY, SR.**, who is personally known to me or produced _____ as identification.

(SEAL)



NOTARY PUBLIC

Print Name of Notary

My Commission Expires:



Dennis G. Corrick
MY COMMISSION # CC781248 EXPIRES
October 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

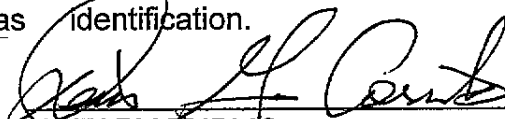
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 3 day of June, 1999, by **SERETHA S. TINSLEY**, who is personally known to me or produced _____ as _____ identification.

(SEAL)



Dennis G. Corrick
MY COMMISSION # CC781248 EXPIRES
October 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

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SECRETARY OF STATE
DIVISION OF RECORDS
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Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, 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 the accept the obligations of my position as Registered Agent.


SERETHA S. TINSLEY

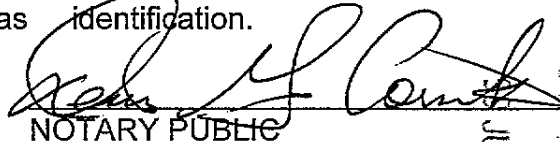
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 3 day of June, 1999, by **SERETHA S. TINSLEY**, who is personally known to me or produced _____ as identification.

(SEAL)



Dennis G. Corrick
MY COMMISSION # CC781248 EXPIRES
October 6, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

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NOTARY PUBLIC
STATE OF FLORIDA

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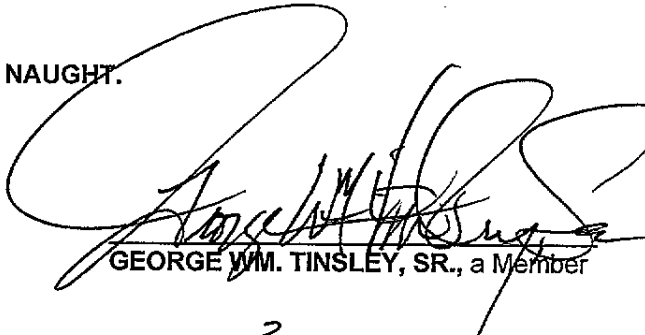
AFFIDAVIT
(F.S. §608.407(2))

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority personally appeared **GEORGE WM. TINSLEY, SR.**, who on oath says:

1. That the Affiant is a Member of **TINSLEY, LLC**, a Florida limited liability company.
2. That **TINSLEY, LLC**, has at least one Member.
3. The total amount of the cash contributed by the Members is \$ 200.00.
4. The total amount of property contributed by the Members is \$0.
5. The total amount of cash contributed and anticipated to be contributed by the Members is \$ 1,060.00.
6. The total amount of property contributed and anticipated to be contributed by the Members is \$0.

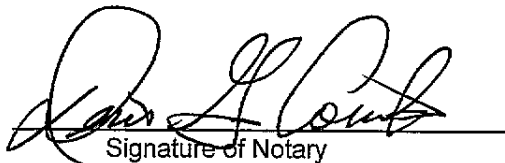
FURTHER AFFIANT SAYETH NAUGHT.



GEORGE WM. TINSLEY, SR., a Member

SWORN TO AND SUBSCRIBED before me this 3 day of June, 1999, by **GEORGE WM. TINSLEY, SR.**, who is personally known to me or who has produced _____ as identification.

(AFFIX SEAL)



Signature of Notary



Dennis G. Corrick
MY COMMISSION # CC781246 EXPIRES
October 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Print, Type or Stamp
Commissioned Name of Notary Public

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SECRETARY OF STATE
DIVISION OF REVENUE
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