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ACCOUNT NO. : 072100000032

REFERENCE : 269755 80354A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pizut

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ORDER DATE : June 10, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 269755-015

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CUSTOMER NO: 80354A

CUSTOMER: Ms. Debbie Fricke
WINDERWEEDLE HAINES WARD &
WINDERWEEDLE HAINES WARD &
Suite 1490
390 North Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: MAINE BOULEVARD, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

L99-3362

Name	OL 610
Availability	
Document	
Examiner	
Updater	
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Verifier	
Acknowledgement	
W. P. Verifier	

file 3rd

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**ARTICLES OF ORGANIZATION
FOR
MAINE BOULEVARD, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Members") acting as the organizers and the Members of MAINE BOULEVARD, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is:

MAINE BOULEVARD, L.L.C.

**ARTICLE II
PURPOSE AND POWERS**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial Company office of this Company is 1803 Park Center Drive, Suite 220, Orlando, Florida 32835. The street address and mailing address of the initial registered office of this Company is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the name of the initial registered agent of this Company at that address is Randolph J. Rush.

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ARTICLE IV
DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, then unless the Company's existence is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

ARTICLE V
MANAGEMENT

The management and control of the Company and its business and affairs is reserved to the Members of the Company. The Members of the Company with exclusive authority to manage the business of the Company shall be:

Red Cup Ventures, a Florida corporation
1803 Park Center Drive, Suite 220
Orlando, Florida 32835

Charles E. Hawthorne, Jr.
1803 Park Center Drive, Suite 220
Orlando, Florida 32835

(the "Managing Members"). The Managing Members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Any new Members admitted shall not become Managing Members without the unanimous written consent of all then existing Members of the Company.

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ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company shall be upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of the 9th day of June, 1999.

RED CUP VENTURES, INC.,
a Florida corporation

By: _____

David J. Townsend, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of MAINE BOULEVARD, L.L.C., and states that he is familiar with the obligations of that position.



Randolph J. Rush

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of MAINE BOULEVARD, L.L.C. deposes and says:

1. The above name limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is as follows:

\$325,000.00
~~\$7,500.00~~ DT

3. If any, the agreed value of property other than cash contributed by each of the members is as follows:

N/A

\$ 0.00

4. The amount of cash or property anticipated to be contributed by the members is as follows:

\$150,000.00
~~\$ 0.00~~ DT

5. The total amount of 2, 3 and 4 is:

\$475,000.00
~~\$7,500.00~~ DT

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RED CUP VENTURES, INC.,
a Florida corporation, Member

By: David J. Townsend

David J. Townsend, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 9th day of June, 1999, by David J. Townsend, as President of Red Cup Ventures, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.

Name printed: Randolph J. Rush

Notary Public

My Commission Expires:

