

L99000004011

Law Offices
G. Stephen Manning, P.A.
7471 BAYMEADOWS ROAD, SUITE 104
JACKSONVILLE, FLORIDA 32256

MANNING
MEMBER FL AND KY BARS

PLEASE REPLY TO:
POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

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(904) 463-2205

June 25, 1999

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

L99-4011

RE: Articles of Organization for Peerless Northeast Holdings, L.L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization, Affidavit and Designation of Registered Agent for Peerless Northeast Holdings, L.L.C. Also enclosed is a check in the amount of \$346.25 for the filing fee, designation of registered agent, certified copy and a certificate of status.

Please return the documents to the undersigned at Post Office Box 550908, Jacksonville, Florida 32255-0908 at your earliest convenience. Call me should any additional information be required.

Sincerely,



G. Stephen Manning

GSM/mlo

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
PEERLESS NORTHEAST HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be PEERLESS NORTHEAST HOLDINGS, INC. ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office shall be 9471 Baymeadows Road, Suite 106, Jacksonville, Florida 32256.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles or Organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is G. Stephen Manning, 9471 Baymeadows Road, Suite 106, Jacksonville, Florida 32256.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the case or property set forth in the Affidavit of Membership and Contributions attached hereto.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and

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conditions as shall be determined by all the members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or here interest, approve of the proposed transfer by unanimous written consent.

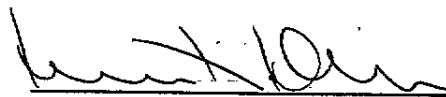
ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall not be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except with the written consent of all the remaining members.

ARTICLE IX – MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Kevin R. Kohn, 9471 Baymeadows Road, Suite 106, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Jacksonville, Florida on this 25 day of June, 1999.




Kevin R. Kohn

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Articles of Organization were acknowledged before me this 25 day of June, 1999, by Kevin R. Kohn who is personally known to me and who acknowledged that he signed such instrument of is own free will.



Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires: 10-4-02

 Michelle O'Rourke
My Commission CC780105
Expires October 4, 2002

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PEERLESS NORTHEAST HOLDINGS, L.L.C. deposes and says:

1. The above named Limited Liability Company has two initial members.
2. The total amount of cash contributed by each member is \$61,000.00.
3. If any, the agreed value of property other than cash contributed by each members is \$-0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$122,000.00.


THE AFFIANT SAYS NOTHING FURTHER.

Dated: June 25, 1999


Kevin R. Kohn

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Affidavit was acknowledged before me this 25th day of June, 1999, by Kevin R. Kohn who is personally known to me and who acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires: 10-4-02

Michelle O'Rourke
Commission CC780105
Expires October 4, 2002



Michelle O'Rourke
My Commission CC780105
Expires October 4, 2002

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of PEERLESS NORTHEAST HOLDINGS, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


G. Stephen Manning, Registered Agent

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