



THE UNITED STATES
CORPORATION
COMPANY

L 99000004080

ACCOUNT NO. : 072100000032

REFERENCE : 297513 7173073

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 337.50

ORDER DATE : July 6, 1999

EFFECTIVE DATE

7-1-99

ORDER TIME : 8:52 AM

ORDER NO. : 297513-005

CUSTOMER NO: 7173073

000002924710--3

CUSTOMER: James Wm. Turner, Jr., Esq
STURM PALETTI & WILSON
STURM PALETTI & WILSON
The Starks Bldg, Ste 1551
455 South Fourth Avenue
Louisville, KY 40202

RECEIVED

99 JUL -7 AM 9:52

STATE
OPERATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: JVL MANAGEMENT, LLC

EFFECTIVE DATE:

XX 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: Angie Glisar

EXAMINER'S INITIALS: _____

FILED
99 JUL -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-15618

SL-8-99
7-8-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 7, 1999

CSC

SUBJECT: JVL MANAGEMENT, LLC
Ref. Number: W99000015618

We have received your document for JVL MANAGEMENT, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 499A00035224

FILED
99 JUL -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

JVL MANAGEMENT, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 568 9th Street South, #150 Naples, Florida, 34102.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

This Florida Limited Liability Company shall have an effective date of: 07/01/1999

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

Member: John V. Lococo 568 9th Street South, #150
Naples, Florida 34102

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUL - 7 PM 4:00

FILED

The undersigned authorized representative of a member of
JVL MANAGEMENT, LLC hereby executes these articles of
organization on this 6th Day of July 1999.

CORPORATION SERVICE COMPANY

Laura R. Dunlap
BY: Laura R. Dunlap
as its agent as authorized
representative of
JVL MANAGEMENT, LLC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Dated: July 6, 1999

LRC/agl

FILED
99 JUL -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of JVL MANAGEMENT, LLC deposes and says:

- 1) The above named limited liability company has at least one member: John V. Lococo
- 2) The total amount of cash contributed by the member is \$2,500:
- 3) If any, the agreed value of property other than cash contributed by member is \$20,000:
Intellectual property interest.
- 4) The amount of cash or property anticipated to be contributed by member is \$100,000:
- 5) the total amount of 2, 3, and 4 is: \$122,500.

Laura R. Dunlap

Laura R. Dunlap, as agent for Corporation
Service Company in its capacity as authorized
representative of a member of
JVL MANAGEMENT, LLC.

FILED
99 JUL -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL -06-99 (TUE) 17:19 • CSC TALLAHASSEE

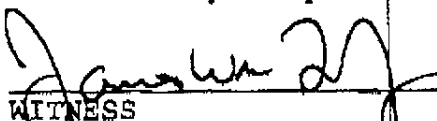
TEL: 850 521 1010

P. 003

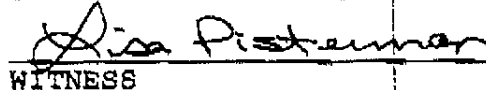
LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of JVL MANAGEMENT, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
7th day of July, 1999.


WITNESS

James W. Turner, Jr.
TYPED OR PRINTED NAME


WITNESS

Lisa Pisterman
TYPED OR PRINTED NAME


SIGNATURE

Howard S. Sturm
TYPED OR PRINTED NAME

FILED
99 JUL -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA