

**SMITH
SAUER
& DEMARIA**
ATTORNEYS AT LAW

June 16, 1999

*G. Thomas Smith
Board Certified
Real Estate Attorney*

400002915874--4
-06/25/99--01074--004
****285.00 ****285.00

Secretary of State
Limited Liability Company Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Glassell Enterprises, L.L.C.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above. Also enclosed is a check in the amount of \$285.00 representing the filing fee. Please file the original and return a date-stamped copy to me as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/gh
enclosures

L99-4267

Name	AL 67-15
Availability	AL
Comments	AL
Verifies	AL
Acknowledgment	AL
W. P. Verifier	AL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 30, 1999

GLORIA HECKMAN
SMITH SAUER & DEMARIA
P.O. BOX 12446
PENSACOLA, FL 32582-2446

SUBJECT: GLASSELL ENTERPRISES, L.L.C.
Ref. Number: W99000015167

We have received your document for GLASSELL ENTERPRISES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

A post office box is not an acceptable address for the registered agent.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00034473

09 JUL 14 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GLASSELL ENTERPRISES, L.L.C.

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

ARTICLE I
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," Glassell Enterprises, L.L.C.

ARTICLE II
ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is P. O. Box 12924, Pensacola, FL 32576-2924, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III
DURATION/CONTINUATION

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE IV
PURPOSE

The general purpose for which the Company is organized is to develop real property including but not limited to the following: to purchase and develop real property.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies

may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V MANAGEMENT

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are as follows:

Bruce C. Glassell	P. O. Box 34466, Pensacola, FL 32507-4466
Anthony Jacobs	P. O. Box 12924, Pensacola, FL 32576-2924
Don Suarez	P. O. Box 12924, Pensacola, FL 32576-2924

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09 JUL 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE VIII REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

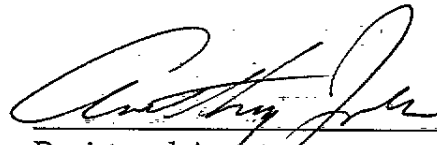
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is Glassell Enterprises, L.L.C.
2. The name and address of the registered agent and registered office is:

Anthony Jacobs P. O. Box 12924, ~~Pensacola, FL 32507~~
47 Bayshore Drive, Pensacola, FL 32507

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.

Dated June 15, 1999.



Registered Agent

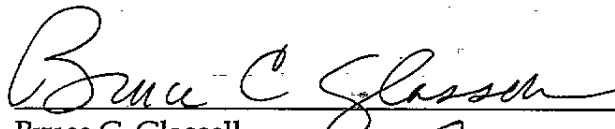
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

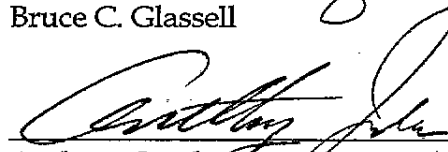
members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

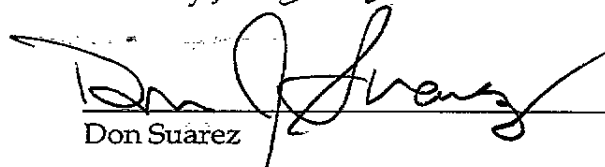
ARTICLE IX
AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the 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 also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Bruce C. Glassell


Anthony Jacobs


Don Suarez

FILED
29 JUL 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

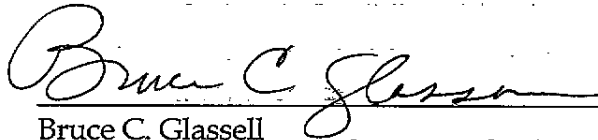
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
GLASSELL ENTERPRISES, L.L.C.

The undersigned members or authorized representatives of members of Glassell Enterprises, L.L.C., depose and say:

1. The above named limited liability company has three (3) members.
2. The total amount of cash contributed by the member(s) is \$ 0 .
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 75,000.00.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 75,000.0. This total includes amounts from Paragraphs 2 and 3 above.

Lot 25, Block A, Parasol Subdivision, A Subdivision of a Portion of
Section 25, Township 3 South, Range 32 West, Escambia County,
Florida, according to Plat recorded in Plat Book 14 at Page 85 of the
Public Records of said County.

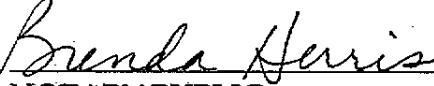
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Bruce C. Glassell

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Bruce C. Glassell, who () is personally known to me or (X) produced a FL Drivers License as identification on this 22nd day of June, 1999.

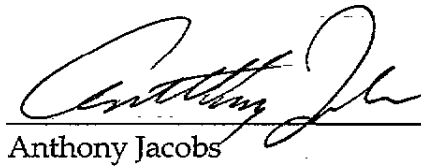


Brenda Harris

NOTARY PUBLIC
PRINTED:
NOTARY STAMP:

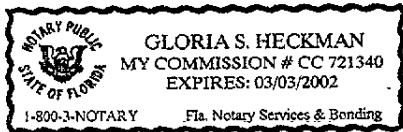


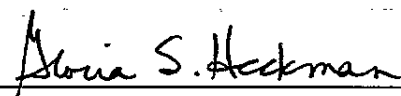
BRENDA HARRIS
COMMISSION # CC 640468
EXPIRES JUN 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

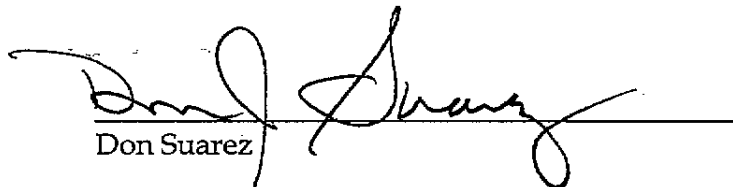

Anthony Jacobs

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Anthony Jacobs, who (☒) is personally known to me or (☐) produced a _____ as identification on this 15th day of June, 1999.

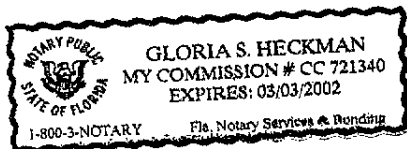


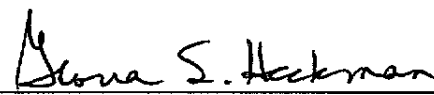

NOTARY PUBLIC
PRINTED:
NOTARY STAMP:


Don Suarez

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Don Suarez, who (☐) is personally known to me or (☒) produced a Florida Drivers License as identification on this 15th day of June, 1999.




NOTARY PUBLIC
PRINTED:
NOTARY STAMP:

FILED
JUL 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA