

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8067 Fax (850) 222-1222

L99000004493

24B Investments, L.C.

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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 TALLAHASSEE, FLORIDA

RECEIVED
 99 JUL 23 AM 11: 07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Signature _____

Requested by: L9

7/23/99

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

4493-99

**ARTICLES OF ORGANIZATION
OF
Z & B INVESTMENTS, L.C.**

The undersigned subscriber to these Articles of Organization, being an authorized representative of a member, hereby subscribes to the formation of a limited liability company under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.

ARTICLE I: NAME

The name of this Limited Liability Company is Z & B Investments, L.C. (The "Company").

ARTICLE II: MAILING STREET ADDRESS

The mailing address and street address of the principal office of the Company is 2156 Julian Drive, N.E., Palm Bay, Florida 32905.

ARTICLE III: DURATION

The Company shall commence upon the execution of these Articles and shall exist and continue perpetually unless the Company is terminated in accordance with these Articles and The Regulations for the Company.

ARTICLE IV: MANAGEMENT

The Company is to be managed by a manager and the name and address of such manager is:

Dr. Robert Underill, Jr.
2156 Julian Drive
Palm Bay, FL 32905

ARTICLE V: ADMISSION OF ADDITIONAL MEMBERS

The right of the Members to admit additional Members and the terms and conditions of the admission shall be: additional Members may be admitted to this Company by a unanimous vote of all other existing Members (excluding any assignee asserting rights under Section 608.433 of the Florida Statutes which shall not have any voting rights in the Company) subject to the terms of the Regulations for the Company.

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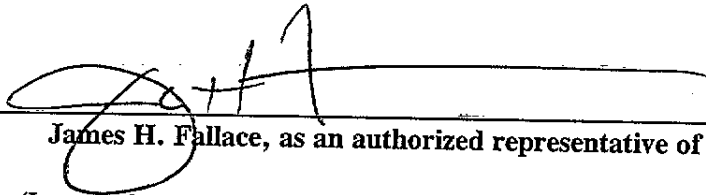
ARTICLE VI: MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the limited liability company to continue the business of 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 determined upon the unanimous vote of the remaining Members.

ARTICLE VII: AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Z & B Investments, L.C. certifies:

1. the above named limited liability company as at least one Member;
2. the total amount of cash contributed by the Member(s) is \$1,000.00;
3. if any, the agreed value of the property other than cash contributed by Member(s) is \$ N/A ;
(A description of the property is attached and made a part hereto.); and
4. the total amount of cash and property contributed and anticipated to be contributed by Member(s) is \$1,000.00.


James H. Fallace, as an authorized representative of a member

(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.)

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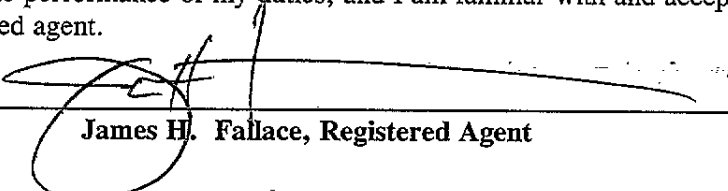
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Z & B Investments, L.C.
2. The name and the Florida Street address of registered Agent are:

James H. Fallace, Esq.
Fallace & Associates, P.A.
1900 S. Hickory Street
Melbourne, FL 32901

Having been named as a 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.



James H. Fallace, Registered Agent

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