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~~LLC~~ LLC

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W99-17890

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
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<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
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8/2/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: KALM, LLC
Ref. Number: W99000017890

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corrected

We have received your document for KALM, LLC 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

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ARTICLES OF ORGANIZATION

of

ZONER, LLC

a Florida Limited Liability Company

ARTICLE I

Name. The name of this limited liability company is:
ZONER, LLC

ARTICLE II

Period of Duration. The Limited Liability Company's period of duration shall be thirty (30) years, commencing on the filing date of these Articles of Organization.

ARTICLE III

Registered Office. The initial registered office of the Limited Liability Company shall be 526 Semoran Blvd., Casselberry, Florida, 32707, and the name of the initial registered agent of the Limited Liability Company shall be Michael J. Franzone.

ARTICLE IV

Principal and Mailing Address. The principal and mailing address of the Limited Liability Company shall be: 526 Semoran Blvd., Casselberry, Florida, 32707.

ARTICLE V

Contributions. (A) The total amount of cash and a description and agreed value of property other than cash contributed is:

	<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
1.)	Cash	\$13,200.00	Michael J. Franzone
2.)	Cash	\$19,800.00	Lisa Franzone

(B) The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made are as follows:

<u>Event</u>	<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
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NONE

ARTICLE VI

Additional Members. The Members may admit new Members by two-thirds vote of the entire membership of the Limited Liability Company.

ARTICLE VII

Death Retirement, Resignation, Expulsion, Bankruptcy or Dissolution of a Member.
The remaining Members of the Limited Liability Company shall, upon the majority vote of the remaining Members, be entitled to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE VIII

Business Purpose and Powers. The purpose of the Limited Liability Company's operations shall be any lawful purpose for which a limited liability company may be organized under the laws of the State of Florida, in accordance with § 608.403, Fla. Stat., and the Limited Liability Company shall have all the powers granted a limited liability company under the laws of the State of Florida, in accordance with § 608.404, Fla. Stat. From time to time the Members may provide for a specific business purpose or purposes of the Limited Liability Company and may limit the powers of the Limited Liability Company in the Regulations of the Limited Liability Company.

ARTICLE IX

Managers.

(A) The Limited Liability Company's business and affairs shall be vested in the members a Managing Member. The number of Managing Members may be either increased or diminished from time to time by the Members in accordance with the Regulations of this Limited Liability Company, but there shall always be at least one Managing Member.

(B) Managing Member, as such, shall receive such compensation for their services, if any, as may be set by the members at any regular or special meeting thereof.

(C) The Names and Addresses of the Managing Member who is to serve as a Managing Member until the first annual meeting of the Members or until his successor is elected and qualifies is:

Name
Michael J. Franzone

Address
526 Semoran Blvd.
Casselberry, Florida 32707

(D) Each Managing Member shall at least have attained the age of eighteen (18) years.

(E) At the first annual meeting of Members and at each annual meeting thereafter the Members shall elect the Managing Member to hold office until the next succeeding annual meeting. The Managing Member shall hold office until his or her successor has been elected and qualified.

(F) The Managing Member may, at his option from time to time, elect Officer-Managers with the authority and duties permitted as are permitted by the Regulations of the Limited Liability Company. Such Officer-Managers, if elected, shall serve until removed by the Members or the Managing Member.

(G) The Limited Liability Company shall indemnify against any liability incurred in any proceeding an individual made a party to the proceeding because he is or was a Managing Member or an Officer-Manager if: (a) he acted and conducted himself in good faith; (b) he reasonably believed: (i) in the case of conduct in his official capacity, that his conduct was in the best interest of the Limited Liability Company; or (ii) in all other cases, that his conduct was at least not opposed to the best interests of the Limited Liability Company; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. The Limited Liability Company shall advance the reasonable expenses incurred by the Managing Member or Officer-Manager who is a party to a proceeding if: (i) the Manager or Officer-Manager furnishes the Limited Liability Company with a written affirmation of his good-faith belief that he has met the standard of conduction required for indemnification; (ii) the Managing Member or Officer-Manager furnishes the Limited Liability Company with a written undertaking, executed personally by him or on his behalf, to repay the advance if its is determined that he did not meet such standard of conduct; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification.

The Limited Liability Company shall indemnify a Managing Member or Officer-Manager of the Limited Liability Company who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the proceeding.

The Managing Member or Officer-Manager who is or was a party to a proceeding as described in this section may apply for indemnification to the court conducting such proceeding or to another court of competent jurisdiction.

(H) In case the office of the Managing Member shall become vacant by reason of death, resignation or otherwise, the vacancies shall be filled by the Members of this Limited Liability Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE X

Debt. No debt shall be contracted nor liability incurred by or on behalf of the Limited Liability Company except by the Managing Member or duly authorized Officer-Manager.

ARTICLE XI

Instruments and Documents Providing for the Acquisition, Mortgage, or Disposition of Property. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Limited Liability Company shall be valid and binding upon the Limited Liability Company only if they are executed by the Managing Member or duly authorized Officer-Manager.

ARTICLE XII

Meetings of the Members. Annual and special meetings of the Members shall be held at such time as may be stated or fixed in accordance with the Regulations of the Limited Liability Company. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the Limited Liability Company.

ARTICLE XIII

Voting. Subject to the provisions of these Articles of Organization which require otherwise, the Members shall vote in accordance with their capital account interest in the Company. Unless the Regulations provide otherwise, a Member may vote by proxy or in person.

Unless otherwise provided in these Articles of Organization or the Regulations, a majority of the Members, by capital account, entitled to vote shall constitute a quorum at the meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members, by capital account, represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater proportion or number or voting by classes is required by these Articles of Organization or the Regulations. If a quorum is not represented at any meeting of the Members, such meeting may be adjourned for a period not to exceed sixty (60) days at any one adjournment.

ARTICLE XIV

Action by Members without a Meeting. Unless the Regulations provide otherwise, any action required by law, the Regulations, or the Articles of Organization of the Company to be taken at any annual or special meeting of Members of the Company, or any action which may be taken at any annual or special meeting of such Members, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members, by capital account, having not less than a minimum interest in the Company that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. If any class of Members is entitled to vote thereon as a class, such written consent shall be required of the Members, by capital account, of each class of Members entitled to vote as a class thereon and of the total shares entitled to vote thereon.

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ARTICLE XV

Changes to the Regulations. Once adopted by the Members, the Regulations of the Limited Liability Company may only be changed upon a two-thirds vote of the Members in favor thereof.

ARTICLE XVI

Liability of Members.

(A) A Member of the Limited Liability Company is liable to the Limited Liability Company only for:

(1) the difference between the amount of the Member's contributions to capital which have been actually made and the amount which is stated in these Articles of Organization or other contract to which such Member is a party and which obligates such Member to the contribution; and


(2) any unpaid contribution to capital which the Member, in the Articles of Organization or other contract as having been made, agreed to make in the future at the time and on the conditions stated in the Articles of Organization or other contract to which such Member is a party and which obligates such Member to the contribution.

(B) Neither the Members of the Limited Liability Company nor the Managers or Officer-Managers of the Limited Liability Company shall be liable under any judgment, decree, or order of court, or in any other manner, for a debt, obligation or liability of the Limited Liability Company.

ARTICLE XVII

Transferability of Member's Interest. The interests of the Members of the Limited Liability Company may be transferred or assigned as provided on the regulations; provided, however, the transferee or assignee of such Member shall have no right to participate in the management of the Limited Liability Company or to become a Member unless, without regard to the vote of the Member seeking to make the transfer or assignment, the percentage of Members required by these Articles of Organization to admit a new member approves of the proposed transfer or assignment at a membership meeting. Unless approved in the foregoing manner, a transferee or assignee of a Member's interest shall only be entitled to receive the share of profits or other compensation by way of income and the return of the contributions to which the transferring or assigning Member would otherwise be entitled.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization this 28th day of July, 1999.

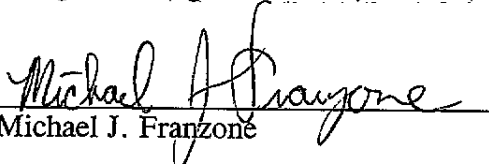

Michael J. Franzone

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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ZONER, LLC

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of ZONER, LLC.


Michael J. Franzone

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

ZONER, LLC

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Michael J. Franzone, who, upon being duly sworn according to law, deposes and says as follows:

1. I am a Member of ZONER, LLC.
2. ZONER, LLC has at least one member.
3. (A) The total amount of cash and a description and agreed value of property

other than cash contributed is:

	<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
1.)	Cash	\$13,200.00	Michael J. Franzone
2.)	Cash	\$19,800.00	Lisa Franzone
3.)			

No property has been contributed by the members.

(B) The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made are as follows:

<u>Event/Date</u>	<u>Description</u>	<u>Agreed Value</u>	<u>Member</u>
		NONE	

FURTHER AFFIANT SAITH NAUGHT.

Michael J. Franzone
Michael J. Franzone

Sworn to and subscribed before me this 28th day of July 1999, by Michael J. Franzone, who [] is personally known to me or [] produced Florida Driver's License as identification.

Cheryl Reaves
NOTARY PUBLIC

Print, Type or Stamp Commissioned Name of Notary Public:

CHERYL REAVES
NOTARY PUBLIC
State of Florida
CC# 503940
Expires Oct. 22, 1999