

L9900005141

ARTHUR B. BARKELOO
8321 BRANDEIS AVE. EAST
SAFARIOTA, FLORIDA 32342
(941)360-0211

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Formation of Limited Liability Company/ White Lightening Enterprises, L.L.C.

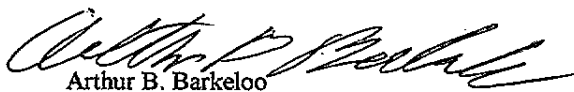
To Whom It May Concern:

Enclosed please find the original, plus one copy of the Limited Liability Company and original Certificate and Acknowledgment of Registered Agent. Also enclosed is my check for the amount of \$285.00 representing the following:

Corporate filing fee	\$ 250.00
Registered Agent Designation	\$ 35.00
Total	\$ 285.00

Please register said limited liability company and return proof of registration to me at the above address.
Thank you for your prompt attention to this matter.

Sincerely;


Arthur B. Barkeloo

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L99-5141

Name	AK-18
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 3, 1999

ARTHUR BARKELOO
8321 BRANDEIS CIRCLE EAST
SARASOTA, FL 34243

SUBJECT: WHITE LIGHTENING ENTERPRISES, L.L.C.
Ref. Number: W99000017936

We have received your document for WHITE LIGHTENING 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 effective day must be specific and cannot be prior to the date of filing.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 799A00039311

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

60 AUG 12 AM 8:30

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ARTHUR B. BARKELOO
8321 BRANDEIS CIRCLE EAST
SARASOTA, FLORIDA 34243
(941)360-0211

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Formation of Limited Liability Company/ White Lightning Enterprises, L.L.C.

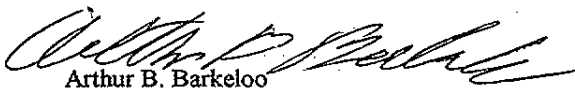
To Whom It May Concern:

Enclosed please find the original, plus one copy of the Limited Liability Company and original Certificate and Acknowledgment of Registered Agent. Also enclosed is my check for the amount of \$285.00 representing the following:

Corporate filing fee	\$ 250.00
Registered Agent Designation	<u>\$ 35.00</u>
Total	\$ 285.00

Please register said limited liability company and return proof of registration to me at the above address.
Thank you for your prompt attention to this matter.

Sincerely;


Arthur B. Barkeloo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

White Lightening Enterprises, L.L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:

8321 Brandeis Circle East, Sarasota, Florida 34242

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Arthur B. Barkeloo, 8321 Brandeis Circle East, Sarasota, Florida 34243

Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a membership Certificate issued by the Company.

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the company for any reason, unless the business of the Company is continued by the consent of all remaining members of the company within 30 days after any of these events.

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TALLAHASSEE, FLORIDA

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the members. The name and address of each member is:

Arthur B. Barkeloo, 8321 Brandeis Circle East, Sarasota, Florida 34243
Sandra D. Blansett, 8321 Brandeis Circle East, Sarasota, Florida 34243

Article IX. Purpose of the Company

The purpose of the company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Article X. Company Existence

The Company's existence shall begin effective as of September 1, 1999.



AUTHORIZED REPRESENTATIVE OR A MEMBER

Date: August 9, 1999

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09 AUG 12 AM 8:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

WHITE LIGHTENING ENTERPRISES, LIMITED LIABILITY COMPANY:

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.



AUTHORIZED REPRESENTATIVE OR A MEMBER

Date: August 9, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

WHITE LIGHTENING ENTERPRISES

REGISTERED AGENT/OFFICE

Arthur B. Barkeloo or Sandra D. Blansett
8321 Brandeis Circle East
Sarasota, Florida 34243

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Arthur B. Barkeloo


Sandra D. Blansett

Date: August 9, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF MEMBERS TO ORGANIZE WHITE LIGHTENING ENTERPRISES

The members of White Lightning Enterprises, a Florida limited liability company take the following actions by unanimous written consent to organize the Company.

1. **Articles of Organization:** The articles of organization of the Company are approved.
2. **Officers:** The following persons are appointed to the offices set forth opposite their names to serve until their successors are appointed:

President- Arthur B. Barkeloo

Secretary- Sandra D. Blansett

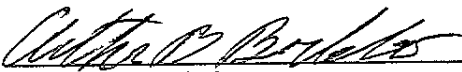
Treasurer- Sandra D. Blansett

3. **Membership Certificates:** The membership certificates that are in the Corporate Records binder are approved as the form to be used in issuing units of the Company.
4. **Bank Account:** The management of the Company shall open an account with a bank or other financial institution and shall deposit in that account all funds of the Company. All resolutions required to open an account in accordance with this paragraph are adopted as the action of the Company.
5. **Regulations:** The basic form of Regulations in the Corporate Records binder has been adopted by the members.
6. **Subscription For Units of the Company:** For the consideration determined by the management of the Company to be adequate, the Company will issue a membership certificate for units of the Company to each person named below:

<u>Units</u>	<u>Member</u>
50	Arthur B. Barkeloo
50	Sandra D. Blansett

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TALLAHASSEE, FLORIDA

The undersigned member of the Company executed this written consent effective as of the 1st day of September, 1999.



Arthur B. Barkeloo



Sandra D. Blansett

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**REGULATIONS
OF
WHITE LIGHTENING ENTERPRISES, L.L.C.**

I. ORGANIZTIONAL MATTERS

1. FORMATION: The Company was formed by filing Articles of Organization, a copy of which has been placed in the Company's records book.
2. NAME: The formal name of the Company is stated above. This Company may do business under a different name by complying with applicable fictitious or assumed business name statutes and procedures.
3. REGISTERED OFFICE AND AGENT: The registered office and agent of this Company are stated in the Articles of Organization. The registered office and agent may be changed from time to time by the members or managers by filing a change of registered agent or office form with the state filing office. It will not be necessary to amend this provision of the Regulations if and when such a change is made.
4. BUSINESS PURPOSES: This Company has been formed for all lawful business activities chosen by the members or managers. If this Company intends to engage n business activities outside the state of its formation that require the qualification of the Company in other states, it shall obtain such qualifications before engaging in such out-of-state activities.
5. DURATION OF COMPANY: The duration of this Company is stated in the Articles of Organization. This Company may also terminate when a proposal to dissolve the Company is adopted by the members or when this Company is otherwise terminated in accordance with these Regulations or applicable law.

II. MANAGEMENT

This Company will be managed as set forth in the Company's Articles of Organization and subject to applicable law.

III. MEMBERSHIP

1. NONLIABILITY OF MEMBERS: No member of this Company shall be personally liable for the expenses, debts, obligations or liabilities of the Company, or for claims made against the Company.
2. REIMBURSEMENT FOR ORGANIZATIONAL COSTS: Members shall be reimbursed by the Company for organizational expenses paid by the members. The Company shall be authorized to elect to deduct organizational expenses and start-up expenditures as permitted by the Internal Revenue Code and as may be advised by the Company's tax advisor.
3. MEMBER'S PERCENTAGE INTERESTS: A member's percentage interest in this Company shall be computed as a fraction – the numerator of which is the total of a member's capital account and the denominator of which is the total of all capital accounts of all members. This fraction shall be expressed as a percentage and shall be called each member's "percentage interest" in the Company.
4. MEMBERSHIP VOTING: Each member shall vote in proportion to the member's percentage interest in this Company, except as otherwise may be required by the Articles of Organization or applicable state law. A matter shall be approved if a majority of the members vote in favor of the matter. The phrase "majority of members" means a majority of members whose combined percentage interests in this Company represent more than 50% of the percentage interests of all members in this Company, unless defined otherwise in a particular provision of these Regulations.
5. COMPENSATION: Members shall not be paid as members of the Company for performing any duties associated with such membership. Members may be paid, however, for any services rendered in any other capacity for the Company, whether as managers, officers, employees, independent contractors or otherwise.
6. MEMBER'S MEETINGS: The Company shall provide for an annual members' meeting. In addition, any member may call a special meeting by communicating to all other members their wish to schedule a meeting. Such notification may be in person, in writing, by telephone, by facsimile, or by any other form of electronic notice reasonable excepted to be received by the other members. The other members shall then agree to meet at a mutually acceptable time and place. Any business may be discussed and conducted at the meeting.

The meeting of the members may be held without the attendance of all members as long as majority of members is in attendance. Written notice of the decisions or approvals made at any meeting shall be mailed or delivered to each nonattending member promptly after the holding of the meeting.

Written minutes of the discussions and proposals at the members' meeting, and the votes taken and matters approved at such meeting shall be mailed or delivered to each nonattending member promptly after the holding of the meeting.

Written minutes of the discussions and proposals at the members' meeting, and the votes taken and matters approved at such meeting, shall be taken by one of the members or a person designated at the meeting. A copy of the minutes of the meeting shall be placed in the Company's records book after the meeting.

Action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, prior notice, and without a vote if the action is taken by majority of members pursuant to written consent.

7. MEMBERSHIP CERTIFICATES: This Company shall be authorized to obtain and issue certificates representing or certifying membership interests in this Company. Each certificate shall show the name of the Company, the name of the member, and any additional information considered appropriate for inclusion by the members on membership certificates. Each membership certificate shall be consecutively numbered and signed by two members or officers of this Company. In addition to the above information, all membership certificates shall bear a prominent legend referring to any transfer restrictions that apply to memberships in this Company under the Articles of Organization or these regulations.

IV. TAX AND FINANCIAL MATTERS

1. TAX TREATMENT: It is anticipated that this Company will not be treated as a corporation under federal tax law, but instead it will be treated in the same manners as a partnership for law purposes. It is further understood that the members do not consider each other partners or joint venturers with any other members of this Company for any purpose other than federal and state tax purposes.
2. ANNUAL INCOME TAX RETURNS AND REPORTS: Within 75 days after the end of each tax year of the Company, a copy of the Company's state and federal income tax returns for the proceeding tax year shall be mailed or otherwise provided to each member of the Company, together with any additional information and forms necessary for each member to complete their individual state and federal income tax returns.
3. BANK ACCOUNTS: The Company shall designate one or more banks or other institutions for the deposit of the funds of the Company, and shall establish such accounts as are reasonable and necessary for its business and investments.
4. DISTRIBUTIONS: Distribution of the Company profits will be made from time to time when and if approved by a majority of members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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V. CAPITAL

1. CAPITAL CONTRIBUTIONS BY MEMBERS: Members shall make the initial capital contributions of cash, property or services approved by a unanimous vote of members.
2. ADDITIONAL CONTRIBUTIONS BY MEMBERS: The members may agree from time to time by unanimous vote to require the payment of additional capital contributions by the members by a mutually agreeable date.
3. NO INTEREST ON CAPITAL CONTRIBUTIONS: No interest shall be paid on funds or property contributed as capital to this Company, or on funds reflected in the capital accounts of the members.
4. CAPITAL ACCOUNT BOOKKEEPING: A capital account shall be set up and maintained in the records book of the Company for each member. The records books shall reflect each member's capital contribution to the Company, increased by each member's share of profits in the Company, decreased by each member's share of losses and expenses of the Company, and adjusted as required in accordance with applicable provisions of the Internal Revenue Code and corresponding income tax regulations.
5. ALLOCATION OF PROFITS AND LOSSES: No member shall be given priority or preference with respect to other members in obtaining a return of capital contributions, distributions or allocations of the income, gains, losses, deductions, credits or other items of the Company. The profits and losses of the Company, and all items of its income, gain, loss, deduction and credit, shall be allocated to members according to each member's percentage interest in this Company.
6. ALLOCATION AND DISTRIBUTION OF CASH TO MEMBERS: Cash from the Company's business operations, as well as cash from a sale or other disposition of the Company's capital assets, may be distributed from time to time to the members in accordance with each member's percentage interest in the Company, as may be decided by a majority of the members.
7. ADVANCES BY MEMBERS: If the Company does not have sufficient cash to pay its obligations, any member may agree to advance all or part of the needed funds as a loan to the Company on terms acceptable to a majority of managers. Any such advance shall be treated as a loan to the Company and shall not constitute an additional capital contribution.

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CLERK OF COURT

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VI. MEMBERSHIP ADMISSION AND TRANSFER

1. ADMISSION OF ADDITIONAL MEMBERS: No person may be admitted as an additional member unless a majority of members consent in writing to the issuance of additional units to a new or current member fair consideration.
2. RESTRICTIONS ON THE TRANSFER OF MEMBERSHIP: A member may not transfer their membership in the Company unless all nontransferring members in the Company first agree to approve the admission of the transferee into this Company. Further, no member may encumber a part or all of their membership in the company by mortgage, pledge, granting of a security interest, lien or otherwise, unless the encumbrance has first been approved in writing by all other members of the Company, which approval may not be unreasonably withheld.

Notwithstanding the above provisions, any member shall be allowed to assign an economic interest in their membership to another person without the approval of the other members or managers. Such an assignment shall not include a transfer of the member's voting or management rights in this Company, and the assignee shall not become a member of the Company.

VII. DISSOLUTION

1. EVENTS THAT TRIGGER DISSOLUTION OF THE COMPANY: The following events shall trigger a dissolution of the Company (except as provided):
 - (a) the death, insanity, bankruptcy, retirement, resignation or expulsion of a member except all remaining members of the company may vote within 30 days after any of these events to continue the legal existence of the Company in which case the Company shall not dissolve;
 - (b) the expiration of the term of existence of the Company if such term is specified in the Articles of Organization or these Regulation;
 - (c) the written agreement of all members to dissolve the Company; or
 - (d) entry of a decree of dissolution of the Company under state law.
2. LIQUIDATION: After dissolution of the Company, the President shall diligently wind up and liquidate the business and affairs of the Company. The Company shall pay for all expenses of liquidation.

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CLERK OF STATE
TREASURY

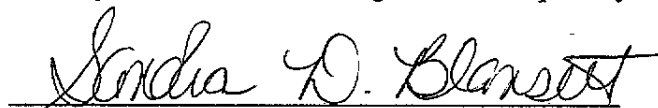
VIII. GENERAL PROVISIONS

1. OFFICERS: This Company may designate one or more officers, such as a President, Vice President, Secretary and Treasurer. Persons who fill these positions need not be members or managers of the Company. Such positions may be compensated or noncompensated according to the nature and extent of the services rendered for the Company as a part of duties of each officer. Any officer may be reimbursed by the Company for out-of-pocket expenses paid by the officer in carrying out duties of their office.
2. RECORDS: The Company shall keep at its principal business address a copy of all proceedings of membership meetings, as well as books of account of the Company's financial transactions. A list of names and addresses of the current membership of the Company also shall be maintained at this address, with notations on any transfers of members' interest to nonmembers or persons being admitted into membership in the Company. A list of each current manager's name and address shall also be kept at this address.

Copies of the Company's Articles of Organization, a signed copy of these regulations, and the Company's tax returns for the preceding three tax years shall be kept at the principal business address of the Company. Any member or manager may inspect any and all records maintained by the Company upon reasonable notice to the Company. Copying of the Company's records by members and managers is allowed, but copying costs shall be paid for by the requesting member or manager.

3. ALL NECESSARY ACTS: The members, managers, and officers of this Company are authorized to perform all acts necessary to perfect the organization of this Company and to carry out its business operations expeditiously and efficiently. Any manager or member of the Company may certify to other businesses, financial institutions and individuals as to the authority of the one or more members, managers or officers of this Company to transact specific items of business on behalf of the Company.
4. AMENDMENT: These Regulations shall not be amended, modified or replaced except by a written instrument approved by a majority of members.

I certify that these are the Regulations adopted by the members of the Company.


Secretary

Date: August 9, 1999

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SECRETARY OF STATE
FILED

**MEMBERSHIP LEDGER
OF
WHITE LIGHTENING ENTERPRISES, L.L.C.**

Certificate No.

Units Issued

Member

I certify that the information in this Membership Ledger is true and correct.

Andrea Blansett
Secretary

Date: August 9, 1999

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SECRETARY OF STATE
TULSA COUNTY, OKLA