



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 345437 3487A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ ~~70.00~~

285.00

ORDER DATE : August 18, 1999

ORDER TIME : 1:45 PM

ORDER NO. : 345437-005

CUSTOMER NO: 3487A

300002963663-3

CUSTOMER: Troy Myers, Esq
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: LAMPLIGHT VILLAGE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: _____

FILED RECEIVED
99 AUG 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

h2 8-19-99
11-11-17



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 19, 1999

CSC

SUBJECT: LAMPLIGHT VILLAGE, L.C.
Ref. Number: W99000019213

We have received your document for LAMPLIGHT VILLAGE, L.C. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

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: 699A00041718

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
LAMPLIGHT VILLAGE, L.C.

A limited liability company formed under the Florida Limited Liability Company Act
F.S. Chapter 608

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
LAMPLIGHT VILLAGE, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I NAME

The name of the limited liability company shall be:

LAMPLIGHT VILLAGE, L.C.

(hereinafter referred to as "Company").

ARTICLE II PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions, and to engage in the construction, operation, and management of real and personal properties.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the Manager of the Company.

ARTICLE III ADDRESS

The mailing address and street address of the principal office of the Company shall be:

8624 4th St. North
St. Petersburg, Florida 33702

ARTICLE IV DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided by the law of the State of Florida.

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TALLAHASSEE, FLORIDA

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ARTICLE V INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is:

Registered Agent: Troy H. Myers, Jr., Esq.
Registered Office: 2033 Main St. Suite 600
Sarasota, Florida 34237

ARTICLE VI CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash and/or property set forth in Exhibit "A" annexed hereto and made a part hereof.

ARTICLE VII ADDITIONAL CAPITAL CONTRIBUTIONS

No member shall be required or obligated to make additional capital contributions to the Company.

ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions, including the contribution to capital, as shall be determined by all the members as of the time of such admission. A member may transfer a member's interest in the Company only in the manner set forth in the Operating Regulations of the Company but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of an interest, approve the proposed transfer by unanimous written consent in accordance with the Company's Operating Regulations.

ARTICLE IX TERMINATION OF EXISTENCE AND MEMBER'S RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

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TALLAHASSEE, FLORIDA

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ARTICLE X MANAGEMENT

The Company shall be managed by a Manager, as approved by the Members. The name and address of the initial Manager of the Company is:

NAME

ADDRESS

Carol Hunter

8624 4th St. North
St. Petersburg, Florida 33702

ARTICLE XI VOTING

On each matter on which the membership interest is entitled to vote, a member will have one (1) vote for each membership unit and a fraction of one (1) vote for any fraction of one (1) membership unit owned by a member. A membership unit shall be issued by the Company for each One Dollar (\$1.00) of gross asset value contributed to the Company on formation of the Company, reduced by any liabilities assumed by the Company or secured by such assets contributed to the Company as determined by the managers.

Cumulative voting is not allowed. Preemptive rights do not exist.

ARTICLE XII INDEMNIFICATION OF MANAGER

To the full extent permitted by Florida law, no manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission in such manager's capacity as a manager of the Company, except that this Article does not eliminate or limit the liability of a manager to the extent the manager is found liable for

- (i) a breach of the manager's duty of loyalty to the Company or its members;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) A transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or,
- (iv) an act or omission for which the liability of a manager is expressly provided by an applicable statute.


Any repeal or amendment of this Article by the members of the Company shall not adversely affect any indemnification of a manager of the Company, or limitation on the indemnification of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a manager of a limited liability company or of a director of a corporation. The foregoing limitation of the liability to the Company or its members for monetary damages shall not be deemed

exclusive of any other rights or limitations of liability or indemnity to which a manager may be entitled under any other provision of the Articles of Organization or the Operating Regulations of the Company, contract or agreement, vote of managers and/or disinterested managers of the Company, or otherwise.

ARTICLE XIV AMENDMENT

The Articles of Organization may be amended from time to time by unanimous vote of the members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization on this August 14, 1999.



Carol Hunter
Member of the Company

EXHIBIT "A"

SCHEDULE OF CAPITAL CONTRIBUTIONS BY MEMBER

Initial Capital Contribution:

Carol Hunter	\$10,000.00	CASH
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT DECLARING THAT
LAMPLIGHT VILLAGE, L.C.
HAS AT LEAST ONE MEMBER
AND
AMOUNT OF CONTRIBUTIONS BY MEMBERS**

STATE OF COLORADO

COUNTY OF Eagle

I, Carol Hunter, have personal knowledge of the following:

1. **LAMPLIGHT VILLAGE, L.C.** has at least one member.
2. The amount of cash contributed by the members is \$10,000.00.
3. There are no further amounts or property anticipated to be contributed by any member.
4. The total amount of cash and property contributed and anticipated to be contributed by the members is \$10,000.00

Under penalties of perjury, I swear and affirm that the foregoing is true and correct.

Dated: August 14, 1999

Carol Hunter
CAROL HUNTER

Before me, the undersigned authority, on this 14th day of August, 1999, personally appeared CAROL HUNTER, who took an oath, and acknowledged here execution of the foregoing, and that the same is true and correct. She produced a Florida drivers license for identification.



Maureen Carew-Pendergast
Notary Public

Maureen Carew Pendergast
(Printed name of Notary Public)
My commission expires:

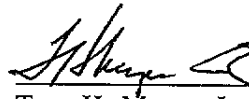
My Commission expires 2/25/2001

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR**

LAMPLIGHT VILLAGE, L.C.

Having been named to accept service of process for the above stated limited liability company, at the place designated in the company's Articles of Organization, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: August 16th, 1999


Troy H. Myers, Jr.

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99 AUG 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT RELATING TO CONSENT TO USE OF CORPORATE NAME

State of Colorado

County of Eagle

Before me, the undersigned authority personally appeared Carol Hunter, who after first being sworn deposes and says as follows;

1. My name is Carol Hunter. I am the sole shareholder of LAMPLIGHT VILLAGE, INC., a Florida corporation, Number P99000008861. I am the sole director and President of the corporation. The corporation is the sole owner of the name LAMPLIGHT VILLAGE, INC.
2. The purpose of this affidavit is to confirm the following:
 - a. I am forming a Florida Limited Liability Company, to be know as LAMPLIGHT VILLAGE, L.C. I will be the sole member of the limited liability company.
 - b. On behalf of LAMPLIGHT VILLAGE, INC., I give consent for the limited liability company to use the name LAMPLIGHT VILLAGE as its name.
 - c. To the best of my information and belief, no other person or entity has the right to use the name LAMPLIGHT VILLAGE.

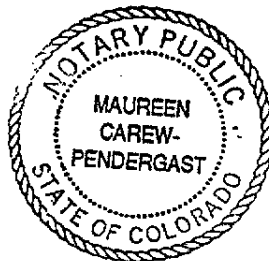
Further Affiant sayeth not. This affidavit is executed under penalties of perjury.

Dated: August 14, 1999

Carol Hunter

Carol Hunter

Sworn to and subscribed before me by Carol Hunter this 14th day of August, 1999 by Carol Hunter, who presented a Florida driver's license as identification, and who took an oath.



Maureen Carew-Pendergast
Notary Public

Maureen Carew-Pendergast
Printed name of Notary Public

My commission expires:

My Commission expires 2/25/2001

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CLERK OF DISTRICT COURT
JUDICIAL DISTRICT NO. 1
ALBUQUERQUE, NEW MEXICO