

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) **Ashton Ventures Two, LLC**
(CORPORATE NAME & DOCUMENT #)

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******285.00 ****285.00**

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
99 AUG 20 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 19 AM 11:42
DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 19, 1999

CORPORATE ACCESS

SUBJECT: ASHTON VENTURES TWO, L.L.C.
Ref. Number: W99000019284

Corrected
8/20/99

We have received your document for ASHTON VENTURES TWO, 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):

cu

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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: 299A00041878

FILED
99 AUG 20 AM 10:59
RECEIVED
99 AUG 20 AM 9:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ASHTON VENTURES TWO, L.L.C.**

The undersigned Member signs these Articles of Organization and forms a limited liability company (the "Company") pursuant to the provisions of the Florida Limited Liability Company Act (the "Act"), as follows:

Article 1. Name. The name of the Company is:

ASHTON VENTURES TWO, L.L.C.

Article 2. Initial Registered Office and Agent. The street address of the initial registered office of the Company is 1745 West Fletcher Avenue, Tampa, Florida 33612, and the name of its initial Registered Agent at such address is Michael P. Rice.

Article 3. Managing Members. The business and affairs of the Company shall be managed by a Board of Managers. The names and addresses of the Managing Members are:

Mitchell F. Rice
1745 W. Fletcher Avenue
Tampa, Florida 33612

Parktown Holdings, Inc.
1745 W. Fletcher Avenue
Tampa, Florida 33612

Michael P. Rice
1745 W. Fletcher Avenue
Tampa, Florida 33612

Article 4. Mailing Address. The mailing address and principal place of business of the Company is:

1745 W. Fletcher Avenue
Tampa, Florida 33612

Article 5. Recordkeeping Office. The address of the office where the records of the Company are kept is:

1745 W. Fletcher Avenue
Tampa, Florida 33612

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Article 6. Duration. The Company's existence will begin upon filing of these Articles of Organization with the Florida Department of State and will continue until December 31, 2036, unless sooner terminated pursuant to its regulations or law.

Article 7. Admission of Additional Members. The Company shall have the right to admit additional Members upon approval of the Board of Managers.

Article 8. Members Right to Continue Business. The Company shall cease to do business upon the death, retirement, or insanity of the last remaining Member of the Company.

IN WITNESS WHEREOF, the undersigned Member of the Company, signs these Articles on August 15, 1999.


Michael P. Rice

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and designated to accept service of process for the above limited liability company at the place designated herein, I hereby agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: August 15, 1999.


Michael P. Rice

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of **ASHTON VENTURES TWO, L.L.C.** (the "Company") deposes and says:

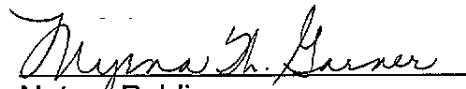
1. The Company has at least one (1) member.
2. The total amount of cash contributed by the Members is \$ 1,000.00
3. If any, the agreed value of property other than cash contributed by Members is None
4. The amount of cash or property anticipated to be contributed by Members is None
5. The total amount of 2, 3 and 4 is \$ 1,000.00

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


Michael P. Rice

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Affidavit was acknowledged before me this 15 day of August, 1999, by Michael P. Rice, who is personally known to me.


Notary Public

(seal)



Myrna W. Garner
MY COMMISSION # CC779363 EXPIRES
September 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



Myrna W. Garner
MY COMMISSION # CC779363 EXPIRES
September 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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