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August 7, 1999

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
850-487-6051

FILED
99 AUG 24 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom it May Concern,

Attached hereto, please find the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for **Haywood Connection, L. L. C.**

I have also enclosed the **\$250.00** filing fee for the Articles and the **\$35.00** fee for the Designation. After filing, please return the copies to me at the address above.

Please call me if you have any questions.

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****285.00 ****285.00

Sincerely,

Wm. H. Shackelford, Jr.
Attorney and Counselor at Law

L99-5290

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Name	W. H. Shackelford, Jr.
Availability	
Examiner	
Verifier	
Acknowledgment	
W. P. Verifier	

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Haywood Connection, L.L.C.

ARTICLE II - Address:

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

*3971 Gulf Shore Blvd North
Apartment 1601
Naples, Florida 34103*

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

perpetual

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

*James G. Simmons
Chief Manager
3971 Gulf Shore Blvd North
Apartment 1601
Naples, Florida 34103*

*Barbara Cain
Secretary
3971 Gulf Shore Blvd North
Apartment 1601
Naples, Florida 34103*

The Limited Liability Company is to be managed by a Board of Governors. The name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Upon written consent of 100% of all members.

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TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

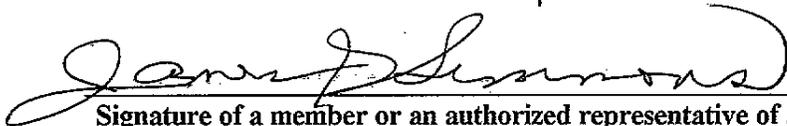
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

If an event specified above hereof occurs, the LLC is not dissolved and it is not required to be wound up by reason of any event that terminates the continued membership of a member if there are at least two remaining members and the existence and business of the LLC is continued by the consent of a majority in interest of the remaining members. In such an event, the remaining members may continue the company business and will purchase such terminated member's entire membership interest.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of *Haywood Connection, L. L. C.* certifies:

- 1) the above named limited liability company has 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 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.


Signature of a member or 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.)


James G. Simmons, CHIEF MANAGER
Typed or printed name of signee

Date: 8-17-99

Filing Fee: \$250.00 for Articles and Affidavit

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TALLAHASSEE, FLORIDA
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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.

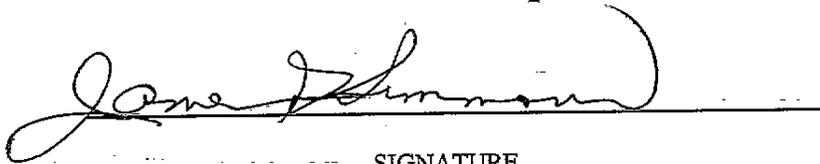
1. The name of the limited liability company is:

Haywood Connection, L. L. C.

2. The name and the Florida street address of the registered agent are:

*James G. Simmons, Chief Manager
3971 Gulf Shore Blvd North
Apartment 1601
Naples, Florida 34103*

Having been named as 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.



SIGNATURE

Date: 8-17-99

Filing Fee: \$35 for Designation of Registered Agent

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99 AUG 24 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA