

L99000005669

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.
ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606

MICHAEL R. CAREY
DOUGLAS P. MANSON
RANDALL P. MUELLER
ANDREW M. O'MALLEY
DANIEL D. WHITAKER

TELEPHONE: (813) 250-0577
FACSIMILE: (813) 250-9898
E-MAIL: cowmpa@aol.com

August 30, 1999

VIA UPS Next Day Air

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-08/31/99-01080-003
****346.25 ****346.25

Re: Orange Venture, LLC

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Organization of Orange Venture, LLC, together with an original and one copy of an Affidavit of Membership and Contributions. Please file the originals and certify and return each copy to me.

Also enclosed is our firm check in the amount of \$346.25, to cover the following costs:

1	Filing fee	\$250.00
2	Designation of Registered Agent	35.00
3	Certified copy of Charter	52.50
4	Status Certificate	8.75
Total		\$346.25

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	OR9-9
Availability	
Document	
Examination	
Update	
Under	
Verifying	
Acknowledgment	
W. R. V. User	

NRB/trh

Enclosures

cc: Orange Venture, LLC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 7, 1999

NANCY BARNES
CAREY, OMALLEY, WHITAKER
712 S. OREGON AVENUE
TAMPA, FL 33606

SUBJECT: ORANGE VENTURES, LLC
Ref. Number: W99000020613

We have received your document for ORANGE VENTURES, LLC and your check(s) totaling \$346.25. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days of 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: 099A00044200

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606

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TELEPHONE: (813) 250-0577
FACSIMILE: (813) 250-9898
E-MAIL: cowmpa@aol.com

September 8, 1999

VIA UPS Next Day Air

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Tammy Cline

Re: West Orange Venture, LLC
Ref. No. W99000020613 (Orange Venture, LLC)

Dear Tammy:

Enclosed for filing are two original Articles of Organization of West Orange Venture, LLC, together with an original and one copy of an Affidavit of Membership and Contributions. These Articles replace the rejected filing of Orange Venture, LLC on September 7, 1999. Please process the enclosed originals and certify and return one to me.

I understand that you retained our firm check in the amount of \$346.25 forwarded to your office on August 30, 1999, to cover the following costs:

1	Filing fee	\$250.00
2	Designation of Registered Agent	35.00
3	Certified copy of Charter	52.50
4	Status Certificate	8.75
Total		\$346.25

Thank you for your prompt attention to this matter. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/Enclosures
cc: West Orange Venture, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
WEST ORANGE VENTURE, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME AND ADDRESS

The name of the limited liability company shall be West Orange Venture, LLC, and its principal place of business and its mailing address shall be Suite 125, 4427 West Kennedy Boulevard, in the City of Tampa, County of Hillsborough, State of Florida 33609.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, and all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

DURATION

This limited liability company shall exist for fifty (50) years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at Suite 125, 4427 West Kennedy Boulevard, in the City of Tampa, County of Hillsborough, State of Florida 33609.

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SECRETARY OF STATE
ALEXANDER ASSESSOR, FLORIDA

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ARTICLE V
MANAGEMENT

The limited liability company is to be managed by a manager or managers and the name and address of such managers of the company are:

NAME	ADDRESS
Hamilton E. Hunt, Jr.	Suite 125, 4427 West Kennedy Boulevard Tampa, Florida 33609
Bradford G. Douglas	Suite 125, 4427 West Kennedy Boulevard Tampa, Florida 33609

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Florida street address of the initial registered office of the limited liability company is Carey, O'Malley, Whitaker & Manson, P.A., 712 South Oregon Avenue, City of Tampa, County of Hillsborough, State of Florida 33606, and the name of its initial registered agent at such address is Andrew M. O'Malley.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

ARTICLE VIII
MEMBERS RIGHT TO CONTINUE BUSINESS

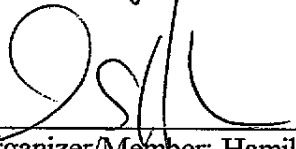
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the


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TALLAHASSEE, FLORIDA

limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of West Orange Venture, LLC.

Executed by the undersigned at 712 So. Oregon Avenue, Tampa, Florida on September 8, 1999.

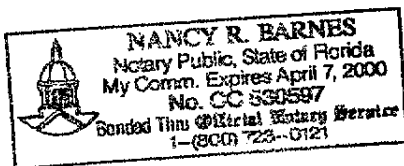

Name of Organizer/Member: Hamilton E. Hunt, Jr.



Name of Organizer/Member: Bradford G. Douglas

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

Before me personally appeared Hamilton E. Hunt, Jr., one of the organizer/member of the above limited liability company, who signed the above Articles of Organization, as his sole and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 8th day of September, 1999.




Type, Print or Stamp Name of Notary Nancy R. Barnes

Personally Known X

or Produced Identification _____

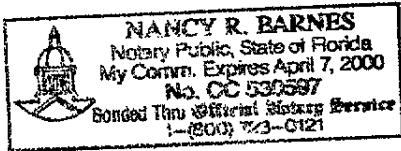
Type of Identification Produced _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Bradford G. Douglas, one of the organizer/members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 8th day of September, 1999.



Nancy R. Barnes
Type, Print or Stamp Name of Notary Nancy R. Barnes
Personally Known X
or Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT / REGISTERED OFFICE

The undersigned, having been named in the Articles of Organization of West Orange Venture LLC, as registered agent and to accept service of process for this limited liability company, the place designated at Article VI, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.

Andrew M. O'Malley
Name: Andrew M. O'Malley
Registered Agent
712 South Oregon Avenue
Tampa, Florida 33606

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH) ss

BEFORE ME, the undersigned authority, personally appeared Hamilton E. Hunt, Jr., who, being first duly sworn, deposes and says:

1. I am the initial manager named in the Articles of Organization of West Orange Venture, LLC (hereafter "the Company").

2. This Affidavit is prepared on behalf of the Company for filing with its Articles of Organization pursuant to Florida Statutes, Section 608.408(3).

3. The Company has two (2) original members, namely:

Bradford G. Douglas	Hamilton E. Hunt, Jr.
Suite 125	Suite 125
4427 W. Kennedy Blvd.	4427 W. Kennedy Blvd.
Tampa, FL 33609	Tampa, FL 33609

4. The total amount of cash contributed by the members is \$ 100.00.

5. If any, the agreed value of property other than cash is \$ - 0 - .
Description: n/a

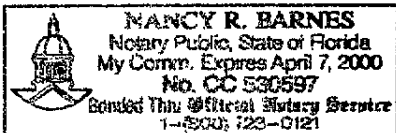
6. The total contribution amount of cash and property contributed and anticipated to be contributed by members is \$ 100.00.

FURTHER AFFIANT SAITH NOT.



Hamilton E. Hunt, Jr.

Sworn to and subscribed before me this 8th day of September, 1999 by Hamilton E. Hunt, Jr.



Nancy R. Barnes
Type, Print or Stamp Name of Notary

Personally Known X

or Produced Identification _____

Type of Identification Produced _____

EXHIBIT "A"

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TALLAHASSEE, FLORIDA