

L99000005702

Virginia L. Houglan
c/o William Arthur & Company, P.S.C.
Certified Public Accountants
72 East Broadway
Madisonville, Kentucky 42431
Daytime Phone (270) 821-0507

Florida Department of State
Registration Section
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

September 2, 1999

Re: Articles of Organization

Enclosed please find the original and one copy of the Articles of Organization and Affidavit of Membership and Contributions of Virginia L. Houglan, L.L.C. for registration with your office. Also enclosed is an original and one copy of the Certificate of Designation of Registered Agent/Registered Office for the limited liability company.

I have enclosed three checks for the filing fees as follows:

\$250.00 filing fee for Articles of Organization & Affidavit

\$ 35.00 fee for Designation of Registered Agent

\$ 52.50 fee for Certified Copy

Please send the Certified Copy to:

Arthur & Company, P.S.C.
Certified Public Accountants
72 East Broadway
Madisonville, Kentucky 42431

Sincerely,

Virginia L. Houglan

Virginia L. Houglan

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*****52.50 *****52.50

EFFECTIVE DATE
8/30/99

99 SEP -7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

9-10-99

STATE OF FLORIDA

COUNTY OF OKALOOSA

ARTICLES OF ORGANIZATION AND
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
VIRGINIA L. HOUGLAND, L.L.C.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Limited Liability Company in accordance with the Florida Limited Liability Company Law, hereby adopt the following Articles of Organization:

ARTICLE I

Name

The name of the Limited Liability Company is Virginia L. Houglan, L.L.C. (hereinafter the "Company").

ARTICLE II

Address

The mailing address and the street address of the principal office of the Company is 520 Santa Rosa Boulevard #601, Fort Walton Beach, Florida 32548.

ARTICLE III

Duration

The Company shall commence at 12:01AM August 30,1999. The period of duration for the Company is perpetual.

ARTICLE IV
Management

The Company is to be managed by the members and the names and addresses of the managing members are as follows:

<u>Name</u>	<u>Address</u>
Virginia L. Hougland	520 Santa Rosa Boulevard #601 Fort Walton Beach, Florida 32548
Larry A. Browning	520 Santa Rosa Boulevard #601 Fort Walton Beach, Florida 32548.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Admission of New Members, Termination of a Member, and
Transfer of Membership Certificates

New members may be admitted to the Company by agreement of the members holding a majority of the total membership interests as more particularly set forth in the Operating Agreement.

In the event a member terminates his or her membership, the Company can continue operation as if the member had not terminated. The rules as to termination of a member are more particularly set forth in the Operating Agreement.

There are certain restrictions regarding the transfer of membership by sale, gift, assignment, or otherwise, which are more particularly set forth in the Operating Agreement.

ARTICLE VI
Object and Purpose

The object and purpose for which the Company is organized is to engage in any lawful activity permitted limited liability companies under the provisions of the above-cited law, and to the extent not prohibited thereby, to enter upon and engage in any kind of business whatsoever in any other state of the United States of America or any foreign nation and in any territory of any country to the extent permitted limited liability companies, including, without limitation, the following:

- (a) The operation of a business as a going concern;
- (b) The acquisition of movable, immovable, tangible and intangible property, and any interest

therein by purchase, exchange, lease, or otherwise;

- (c) The holding, owning, improving, developing, leasing, and managing of property of any and every kind and nature;
- (d) The acquisition of promissory notes, mortgages notes, and chattel paper, whether secured or unsecured, of any and every nature and kind;
- (e) The construction and operation of buildings, improvements, and constructs of any kind and nature on any property owned by the Company;
- (f) The disposition and encumbering of any property or interest owned by the Company by way of sale, exchange, lease, mortgage, pledge, or otherwise; and
- (g) Any other activity deemed by the members in their sole discretion (except as may

otherwise be provided herein) to be necessary and desirable in connection with any of the activities listed herein.

ARTICLE VII
Limitations of Liability

The organizers, members, and managers, if any, of this Limited Liability Company shall claim the benefits of limitation of liability under the provisions of the Florida Limited Liability Law to the fullest extent allowed by law as fully and completely as though the provisions were recited herein in full.

ARTICLE VIII
Amendments

The Articles may not be amended, changed, or modified in any respect without the affirmative vote of members holding a majority of the total membership interests as more particularly set forth in the Operating Agreement.

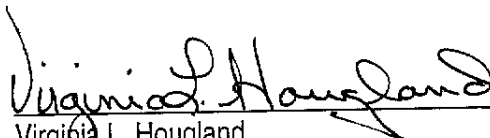
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TALLAHASSEE, FLORIDA

ARTICLE IX

Affadavit of Membership and Contributions

The undersigned member in accordance with Section 608.403(3), Florida Statutes, the execution of this affadavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true, hereby certifies:

- 1- The above named Limited Liability Company, Virginia L. Hougland, L.L.C. has two (2) members.
- 2- The total amount of cash contributed by the members is \$50,000.
- 3- There will not be any property other than cash contributed as initial capital.
- 4- The total amount of cash and property contributed and anticipated to be contributed by members is \$50,000.


Virginia L. Hougland
520 Santa Rosa Boulevard #601
Fort Walton Beach, Florida 32548.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF KENTUCKY

COUNTY OF HOPKINS

On this 18th day of August, 1999, before me, the undersigned Notary Public in and for the aforesaid state and county, personally came and appeared, Virginia L. Houglan, who is to me known to be the person, and who being duly sworn acknowledged to me, that she executed the foregoing Articles of Organization and Affidavit of Membership and Contributions of Virginia L. Houglan, L.L.C., as organizer.

WITNESSES:

James A. Workman

William D. [unclear]

Patricia R. Niswonger

NOTARY PUBLIC

Patricia R. Niswonger, State at Large

My Commission Expires: 12-7-99

Virginia L. Houglan
Virginia L. Houglan, Organizer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
VIRGINIA L. HOUGLAND, L.L.C.

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: VIRGINIA L. HOUGLAND, L.L.C.
2- The name and the Florida street address of the registered agent are:

Virginia L. Houglan
520 Santa Rosa Boulevard #601
Fort Walton Beach, Florida 32548.

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.


Virginia L. Houglan
520 Santa Rosa Boulevard #601
Fort Walton Beach, Florida 32548.

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TALLAHASSEE, FLORIDA