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MICHAEL R. SWEETING  
LAUREEN A. CAMERON

October 11, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800003019398--3  
-10/20/99-01038-006  
\*\*\*\*285.00 \*\*\*\*125.00

RE: Gulf Coast Asset Leasing, L.L.C.

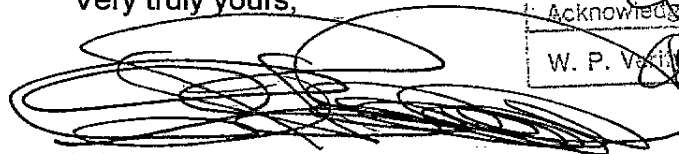
To Whom it May Concern:

Enclosed please find the original, plus one copy of Articles of Organization of Gulf Coast Asset Leasing, L.L.C. and original Certificate and Acknowledgment of Registered Agent. Also enclosed is my check in the amount of \$285.00 representing the following:

Corporate filing fee	\$250.00
Registered Agent Designation	\$ 35.00
Total:	\$285.00

Please register said limited liability company and return proof of registration to me at the above address. Thank you for your prompt attention to this matter.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/as  
Enclosure

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OCT 20 PM 5:00  
L99-6973

Name	AL
Availability	10-22
Document	AL
Examination	AL
Verifying	AL
Verifier	AL
Acknowledgment	AL
W. P. Verifier	AL

**ARTICLES OF ORGANIZATION  
OF  
GULF COAST ASSET LEASING, L.L.C.**

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09 OCT 20 PM 5:00  
MONTGOMERY COUNTY, ALA  
CLERK OF SUPERIOR COURT

**ARTICLE I - NAME**

The name of the Florida limited liability company shall be GULF COAST ASSET LEASING, L.L.C.

**ARTICLE II - DURATION**

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's regulations or these Articles of Organization.

**ARTICLE III - ADDRESS**

The mailing address and the street address of the principal office of the company is 6863 Old Ranch Road, Sarasota, Florida, 34241.

**ARTICLE IV - REGISTERED AGENT**

The name and address of the registered agent of the Company is:

Alexander G. Paderewski  
1834 Main Street  
Sarasota, Florida 34236

**ARTICLE V - PERCENTAGE INTEREST; MEMBERSHIP CERTIFICATE**

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the

Company. A member's interest in the Company may be evidenced by a membership Certificate issued by the Company.

#### **ARTICLE VI - DISSOLUTION**

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

#### **ARTICLE VII - TRANSFERABILITY OF MEMBER'S INTEREST**

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### **ARTICLE VIII - MANAGEMENT**

The management of the Company is reserved to the members. The name and address of each member is:

1. Don Rowe
2. Walter Reed Johnston

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STATE OF CALIFORNIA

## ARTICLE IX - PURPOSE OF THE COMPANY

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

## ARTICLE X - COMPANY EXISTENCE

The Company's existence shall begin effective as of October 15, 1999.

  
WALTER REED JOHNSTON

Date: October 11, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## WRITTEN CONSENT OF MEMBERS TO ORGANIZE

### GULF COAST ASSET LEASING, L.L.C.

The members of Gulf Coast Asset Leasing, L.L.C., a Florida limited liability company (the "Company"), take the following actions by unanimous written consent to organize the Company.

1. Articles of Organization. The articles of organization of the Company are approved.
2. Officers. The following persons are appointed to the offices set forth opposite their names to serve until their successors are appointed:  
  
President: Don Rowe  
  
Secretary: Walter Reed Johnston  
  
Treasurer: Walter Reed Johnston
3. Membership Certificates. The membership certificates that are in the Corporate Records binder are approved as the form to be used in issuing units of the Company.
4. Bank Account. The management of the Company shall open an account with a bank or other financial institution and shall deposit in that account all funds of the Company. All resolutions required to open an account in accordance with this paragraph are adopted as the action of the Company.
5. Regulations. The basic form of Regulations in the Corporate Records binder has been adopted by the members.
6. Subscription for Units of the Company. For the consideration determined by the management of the Company to be adequate, the Company will issue a membership certificate for units of the Company to each person named below:

<u>Units</u>	<u>Member</u>
50	Don Rowe
50	Walter Reed Johnston

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JACKSONVILLE, FLORIDA

The undersigned members of the Company executed this written consent  
effective as of the 15<sup>th</sup> day of October, 1999.

  
DON ROWE

  
WALTER REED JOHNSTON

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SECRETARY OF STATE  
INDIANAPOLIS, IN

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE**

**OF**

**GULF COAST ASSET LEASING, L.L.C.**

**REGISTERED AGENT/OFFICE**

Alexander G. Paderewski, Esquire  
1834 Main Street  
Sarasota, Florida 34236

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligation of the registered agent position.



ALEXANDER G. PADEREWSKI, Registered Agent

Date: October 11, 1999

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TALLAHASSEE, FLORIDA