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THE LAW OFFICE OF
KEN WARD, P. A.
ATTORNEYS AT LAW

701 BAYSHORE BOULEVARD
SUITE 101
TAMPA, FLORIDA 33606

KEN WARD
RAY SEAFORD
DANIEL PEREZ, JR.

(813) 251-4188
Fax: (813) 254-9462

October 6, 1999

Division of Corporations
P. o. Box 6327
Tallahassee, FL 32314

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-10/08/99--01055--008
****285.00 ****125.00

Dear Sir or Madam:

Re: HKMR Properties, L.C.

Enclosed is this firm's check in the amount of \$285 for filing of the enclosed original and one copy of the following: Articles of Organization of HKMR Properties, L.C., the Affidavit in Accordance with Section 608.407(2), Florida Statutes, and the Certificate Designating Place of Business for Service of Process.

If you have any questions or require anything further, please do not hesitate to call.

Sincerely,

LAW OFFICE OF KEN WARD, P.A.

Denise J. Johnson

Denise J. Johnson
Legal Assistant

Enclosures: Check #3241
Articles of Organization
Affidavit
Certificate

FILED
99 NOV -8 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W99-23507~~

00789/02837/02827/02766/00671

99-9-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 12, 1999

DENISE J. JOHNSON
KEN WARD, P.A.
701 BAYSHORE BOULEVARD, SUITE 101
TAMPA, FL 33606

SUBJECT: HKMR PROPERTIES, L.C.
Ref. Number: W99000023507

We have received your document for HKMR PROPERTIES, 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):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please complete and sign the enclosed application for refund, and return it to my personal and confidential attention at the address below.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 099A00049303

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

HKMR Properties, L.C.

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S., Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be HKMR Properties, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1506 E. Bearss Ave., Lutz, FL 33549

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate no later than thirty (30) years from the date hereof, unless the company is earlier dissolved.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Ken Ward, 701 Bayshore Boulevard, Suite 101, Tampa, Florida 33606.

ARTICLE V - INITIAL CAPITAL CONTRIBUTIONS

The members of the company shall make initial cash contributions to the capital of the company as set forth on Exhibit "A" attached hereto.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the company as provided in the Regulations of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with the Regulations of the Company to be adopted by the members for the management of the business and affairs of the company. These Regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The Company is a manager manged Company to be managed by one or more Managers. All documents, agreements, contracts, deeds, promissory notes, mortgages or other instruments which in any way bind the company must, in order to be enforceable against the company, be executed by a minimum of three (3) of the four (4) members. The names of the members of the company are:

Charles W. Howarth
Clay Manley
George W. Keys, Jr.
Raymond Rairigh, Sr.

ARTICLE X - TRANSFER OF PROPERTY

No interest in any property, real or personal, owned by the company may be transferred, sold, assigned, mortgaged, encumbered or pledged without the signature and consent of a minimum of three (3) of the four (4) members of the company listed above. Any such transfer, sale, assignment, mortgage, encumbrance or pledge made without said signatures and consent shall be invalid and unenforceable.

ARTICLE XI - AMENDMENT

These Articles of Organization may be amended by the consent of three (3) of the four (4) members, or as may otherwise be provided by law.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Tampa, Florida on this 21st day of September, 1999.

ORGANIZER:


Ken Ward

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me on this 16th day of October, 1999, by Ken Ward.


Kimberly D. Heffner
Notary Public, State of Florida

SEAL:

 Kimberly D. Heffner
My Commission CC841187
Expires May 31, 2003

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced: _____

 Kimberly D. Heffner
My Commission CC841187
Expires May 31, 2003

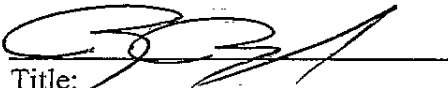
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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA

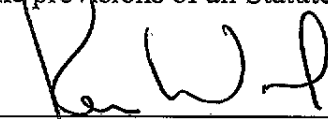
In compliance with Section 608.415, Florida Statutes, the following is submitted:

HKMR Properties, L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1506 E. Bearss Ave., Lutz, FL 33549, has named Ken Ward of 701 Bayshore Boulevard, Tampa, FL 33606, as its agent to accept service of process with the State of Florida.

HKMR Properties, L.C.

By: 
Title: _____

Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


Ken Ward

Dated: September 21, 1999

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