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Nance, Cacciatore & Hamilton LLC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 23, 1999

UCC FILING & SEARCH SERVICES
526 EAST PARK AVE.
TALLAHASSEE, FL 32301

SUBJECT: NANCE, CACCIATORE & HAMILTON, L.L.C.
Ref. Number: W99000029328

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We have received your document for NANCE, CACCIATORE & HAMILTON, L.L.C. and your check(s) totaling \$155.00. 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.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 999A00060

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*Corrected. Please file
w/ original submission date.*

**ARTICLES OF ORGANIZATION
OF
NANCE, CACCIATORE & HAMILTON, L.L.C.**

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Nance, Cacciatore & Hamilton, L.L.C., and its principal office shall be located at 525 N. Harbor City Boulevard, in the City of Melbourne, County of Brevard, State of Florida, with the mailing address being the same; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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ARTICLE II

PURPOSES AND POWERS

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

1. To own, hold, pledge, securitize, and/or sell the tobacco litigation account receivable, as well as to invest and distribute any and all monies derived from said receivable.
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 set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop 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 similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these 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, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 objects, or the furtherance of any of the powers set forth in these Articles, 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.

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 the 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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

MANAGEMENT

1. Manager. JAMES H. NANCE is hereby appointed the manager (the "Manager") of the Limited Liability Company (the "Company".) The business and affairs of the Company shall be managed under the direction and control of the Manager, and all powers of the Company shall be exercised by or under the authority of the Manager. No other person shall have any right or authority to act for or bind the Company except as permitted in these regulations or as required by law.

2. General Powers. The Manager shall have the full power to execute and deliver,

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for and on behalf of the Company, any and all documents and instruments which may be necessary or desirable to carry on the business of the Company, including, without limitation, any and all deeds, contracts, leases, mortgages, deeds of trust, promissory notes, security agreements, and financing statements pertaining to the Company's assets or obligations, and to authorize the confession of judgment against the Company. No person dealing with the Manager need inquire into the validity or propriety of any document or instrument executed in the name of the Company by the Manager, or as to the authority of the Manager in executing the same.

3. Removal/Replacement. The members, by a majority vote of their interest in the Company, shall have the right at any time to remove and/or replace the Manager. All persons dealing with the Company shall have the right to rely upon a certificate from the Manager that he is in fact the Manager and has not been removed, and they need not inquire of the Members as to the Manager's current status.

ARTICLE IV

MEMBERS

The individuals listed below are members of the Company:

JAMES H. NANCE
525 N. Harbor City Boulevard
Melbourne, FL 32936

SAMMY CACCIATORE
525 N. Harbor City Boulevard
Melbourne, FL 32936

JOHN HAMILTON
525 N. Harbor City Boulevard
Melbourne, FL 32936

CHARLES G. BARGER, JR.
525 N. Harbor City Boulevard
Melbourne, FL 32936

JAMES N. NANCE
525 N. Harbor City Boulevard
Melbourne, FL 32936

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ARTICLE V

MEMBERSHIP RESTRICTIONS

New members may be admitted upon the consent of the Manager and all of the members.

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

On 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 limited liability company, the remaining members shall have the right to continue the business on the consent of the Manager and by a majority vote of the remaining members' interest in the Company.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of 500.00 cash shall be paid to the limited liability company by the five members proportionally in accordance with their profit shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions proportionately in accordance with their profit shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

JAMES H. NANCE	47%
SAMMY CACCIATORE	33%
JOHN HAMILTON	12%
CHARLES G. BARGER, JR.	4%

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JAMES N. NANCE 4%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization. The distributive share is subject to years of employment and vesting schedules, all as set forth in the Operating Agreement.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares (which are subject to years of employment and vesting schedules, which are set forth in the Operating Agreement:)

JAMES H. NANCE	47%
SAMMY CACCIATORE	33%
JOHN HAMILTON	12%
CHARLES G. BARGER, JR.	4%
JAMES N. NANCE	4%

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ARTICLE VIII

DURATION

The limited liability company shall exist until December 31, 2040, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 525 N. Harbor City Boulevard, Melbourne, FL 32936, and the name of the company's initial registered agent at that address is JAMES H. NANCE.

The undersigned being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Nance, Cacciatore & Hamilton, L.L.C.

Executed by the undersigned at Brevard County, Florida on December 28th, 1999.



By: _____

JAMES H. NANCE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing was acknowledged before me this 28th day of December, 1999, by JAMES H. NANCE (member or agent) on behalf of NANCE, CACCIATORE & HAMILTON, L.L.C., a limited liability company. He is personally known to me.

Helen Beer
Notary Public

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TALLAHASSEE FLORIDA

STATE OF FLORIDA)
)
COUNTY OF BREVARD)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statements in designating its registered office and registered agent in the State of Florida.

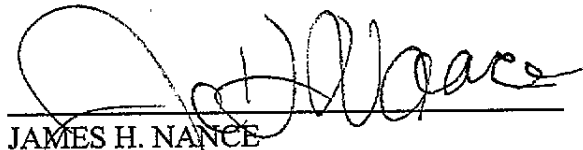
The name of the limited liability company is NANCE, CACCIATORE & HAMILTON, L.L.C.

The name of the registered agent for NANCE, CACCIATORE & HAMILTON, L.L.C. is JAMES H. NANCE, and the street address of the company's principal office where the agent is located is 525 N. Harbor City Boulevard, Melbourne, FL 32936.

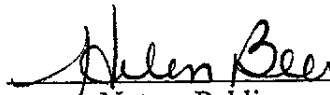
This statement is acknowledged that as indicated above, NANCE, CACCIATORE & HAMILTON, L.L.C., has appointed me, JAMES H. NANCE, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the 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.




JAMES H. NANCE

The foregoing instrument was acknowledged before me this 28th day of December, 1999 by JAMES H. NANCE, Agent on behalf of NANCE, CACCIATORE & HAMILTON, L.L.C., a limited liability company. He is personally known to me.


Notary Public

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