

Louis C. Anderson
ATTORNEY AT LAW

October 2, 2000

L000000012345

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

Re: LOUIS C. ANDERSON, LLC

700003416717--4
-10/06/00--01059--010
***155.00 ***155.00

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Organization for the above-named LLC. In addition, a check in the sum of \$155.00 is enclosed which represents the following fees:

Filing fee	\$100.00
Certified copy	30.00
Registered Agent fee	<u>25.00</u>
Total	\$155.00

Please file the original of the enclosed Articles of Organization, and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated. Thank you.

Very truly yours,



LOUIS C. ANDERSON
Attorney at Law

WestGroupFormfile Jscyl/LCNLLC

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TALLAHASSEE, FLORIDA

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Articles of Organization of LOUIS C. ANDERSON, LLC

Pursuant to the Florida Limited Liability Company Act, the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I Name

The name of the limited liability company is **LOUIS C. ANDERSON, LLC**.

Article II Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III Registered Agent And Office

The address of the initial Registered Office of the Company is 224 Commercial Boulevard, Suite 310, Lauderdale-by-the-Sea, Florida 33308, and the name of its initial Registered Agent at such address is Louis C. Anderson.

Article IV Principal Office

The mailing address and street address of the principal office of the Company is 224 Commercial Boulevard, Suite 310, Lauderdale-by-the-Sea, Florida 33308.

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Article V
Organizer

The name and address of the organizer is:

Louis C. Anderson
224 Commercial Boulevard, Suite 310
Lauderdale-by-the-Sea, Florida 33308

The organizer is a natural person over the age of twenty-one years.

Article VI
Purpose And Power

- 6.1 Purpose; Nature of Professional Business. The purpose of the Company is (a) to engage in the practice of law in the State of Florida and (b) to render services ancillary to the practice of law as permitted by the Act. Except as expressly provided, the foregoing statement is not intended to limit or restrict in any manner the exercise of all powers conferred upon the Limited Liability Company by the Act.
- 6.2 Powers. The Company shall have all powers of a limited liability company under the Act and the power to do all things necessary or convenient to accomplish its purpose and operate its business as described in Section 6.1 hereof.
- 6.3 Professional Services. The professional services of the Company shall be rendered only through individuals who are duly licensed or otherwise legally authorized to practice law within the State of Florida.
- 6.4 Membership Qualifications. All members of the Company must be duly licensed or otherwise legally authorized to practice law in the State of Florida.
- 6.5 Transfer of Ownership Interest. Ownership interest in the Company shall only be sold or transferred to another professional limited liability company, a professional corporation, or individuals, each of which is duly licensed or legally authorized to practice law in the State of Florida.

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Article VII
Management

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until his or her successor is elected and qualified, is:

<u>Office</u>	<u>Name and Address</u>
Member-Manager	Louis C. Anderson 224 Commercial Boulevard, Suite 310 Lauderdale-by-the-Sea, Florida 33308

Article VIII
Title and Appointment

The officers may be designated as "Managing Member", "Managing Director", Managing Principal, or using corporate terminology such as President, Vice President, Secretary, Treasurer, and any other officers and assistant officers that the members may from time to time appoint. Any two offices, including president and secretary, may be held by the same person. All officers shall be elected by and hold office at the pleasure of the members, which shall fix the compensation and tenure of all officers.

Article IX
Indemnification

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member's and/or Member-Manager's duty

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of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X

Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

Article XI

Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

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Article XII
Informal Action Of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Member-Managers of the Company as part of its records).

Signature of member or authorized representative of member.

Dated October 03, 2000.

LOUIS C. ANDERSON, LLC.

By: *Louis C. Anderson*
LOUIS C. ANDERSON, Member

State of Florida
County of Broward

The foregoing instrument was acknowledged before me this October 03, 2000, by Louis C. Anderson, who is personally known to me.

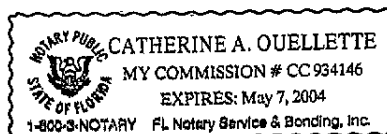
(Seal, if any)

Catherine A. Ouellette

Notary Public in and for
said State

My commission expires on _____.

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

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: **LOUIS C. ANDERSON, LLC**
2. The name and the Florida street address of the registered agent are:

NAME

Florida street address (P. O. Box NOT ACCEPTABLE)

Louis C. Anderson

224 Commercial Blvd., Ste 310
Lauderdale-by-the-Sea, FL 33308-4443

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.



Louis C. Anderson

form from web of state web page: registeredagentcert.wpd

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Filing Fee: \$ 25 for Designation of Registered Agent