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LIMITED LIABILITY COMPANY  
NORTHSTAR CAPITAL PARTNERS, LLC

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**ARTICLES OF ORGANIZATION  
OF  
NORTHSTAR CAPITAL PARTNERS, LLC**

The undersigned, acting as the authorized representative of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I**

**Name**

The name of this Company shall be: NORTHSTAR CAPITAL PARTNERS, LLC.

**ARTICLE II**

**Commencement Date and Duration**

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue for a period of fifty (50) years from the commencement date, or until dissolved by its members or manager in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
3. Unanimous written consent of all of the members.

**ARTICLE III**

**Place of Business**

The principal place of business and mailing address of this Company shall be 5402 Beaumont Center Boulevard, Suite 108, Tampa, Florida 33634, and such other place or places as may be designated by the Manager from time to time.

This instrument was prepared by:  
A. R. Neal, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
Florida Bar No. 0368152

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**ARTICLE IV**  
**Registered Agent and Office**

The initial registered agent for this Company shall be A.R. Neal, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE V**  
**Admission of Members**

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

**ARTICLE VI**  
**Continuation of Business**

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event, which terminates the continued membership of a member in this Company.

**ARTICLE VII**  
**Management of Business**

The Company shall be managed by the Manager. The following person shall be the Manager to serve until its successor is elected and qualified:

<u>Name</u>	<u>Address</u>
Fred Hemmer	5402 Beaumont Center Boulevard Suite 108 Tampa, Florida 33634

IN WITNESS WHEREOF, the undersigned authorized representative of NORTHSTAR CAPITAL PARTNERS, LLC has executed these Articles of Organization this 5<sup>th</sup> day of December, 2000.

By:   
A.R. Neal, Authorized Representative

**CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

  
\_\_\_\_\_  
A.R. NEAL

Dated: December 5, 2000.

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