

L010000007101

FLORIDA FILING & SEARCH SERVICES, INC.  
P.O. BOX 10662 TALLAHASSEE, FL 32302  
PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 5-04-01

NAME: SOUTHDOWN CONSULTANTS LLC

TYPE OF FILING: ARTICLES OF INCORPORATION

COST: \$1550

100004137641--8

RETURN: CERTIFIED COPY

*effective date  
5-4-01*

RECEIVED  
01 MAY -4 PM 3.23  
DIVISION OF CORPORATION

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

*P. D. Hodge*

APPROVED AND FILED  
01 MAY -4 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*10-4-01*

## **ARTICLES OF ORGANIZATION**

### Article I. Name

The name of this Florida Limited liability company is:  
Southdown Consultants LLC

### Article II. Address

The Company's street and mailing address is:

1333 North Duval Street  
Tallahassee, FL 32302

### Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

Florida Filing & Search Services, Inc.  
1333 Duval Street  
Tallahassee, FL 32302

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, 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.

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TALLAHASSEE, FLORIDA

Registered Agents Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
800-441-5940

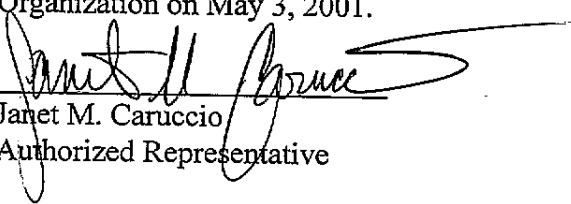
Article V. Management

This will be a manager-managed company.

Article VI. Company Existence

The Company's existence shall begin effective as of May 4, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on May 3, 2001.

  
Janet M. Caruccio  
Authorized Representative

**SWORN TO AND SUBSCRIBED** before me, a notary public for the State and County aforesaid, this 3<sup>rd</sup> day of May, 2001.

  
NOTARY PUBLIC

MICHELE R. CICONTE  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires Aug. 22, 2002

APPROVED  
AND  
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01 MAY -4, PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Registered Agents, Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
800-421-2661

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

CORPORATION:

Southdown Consultants LLC

REGISTERED AGENT/OFFICE

Florida Filing & Search Services, Inc.  
1333 North Duval Street  
Tallahassee, FL 32302

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 for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

P.W. Hodge, President

Date: 5/4/01

Registered Agents, Ltd.  
1220 North Market Street, Suite 606  
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800-421-2661

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