

L02000007647



ACCOUNT NO. : 072100000032
REFERENCE : 501234 7330924
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 125.00

ORDER DATE : March 28, 2002
ORDER TIME : 12:47 PM
ORDER NO. : 501234-001
CUSTOMER NO: 7330924

500005177295-- 7

CUSTOMER: Mr. David W. Witherill
Mr. David W. Witherill
22481 Laguardia Ave.
Port Charlotte, FL 33952

DOMESTIC FILING

NAME: THREE GENERATIONS INVESTMENTS,
LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS: _____

WR 4/1
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 29 AM 10:04

RECEIVED
02 MAR 29 PM 2:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

THREE GENERATIONS INVESTMENTS, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

22481 LAGUARDIA AVE. PORT CHARLOTTE, FL 33952

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company		
Name		
1201 Hays Street		
Florida street address (P.O. Box NOT acceptable)		
Tallahassee	FL	32301
City, State, and Zip		

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 as provided for in Chapter 608, F.S.

Corporation Service Company

By: Deborah D. Skipper
Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

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Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Deborah D. Skipper
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DEBORAH D. SKIPPER
Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

THREE GENERATIONS INVESTMENTS, LLC

MEMBERS LIST

DAVID W. WITHERILL
22481 LANGUARDIA AVE.
PORT CHARLOTTE, FL 33952

ROSE C. WITHERILL
22481 LAGUARDIA AVE.
PORT CHARLOTTE, FL 33952

RICHARD L. PARNELL
23350 JASON STREET
PORT CHARLOTTE, FL 33980

ANGELENE M. PARNELL
23350 JASON STREET
PORT CHARLOTTE, FL 33980

RICHARD V. WITHERILL
22481 LAGUARDIA AVE.
PORT CHARLOTTE, FL 33952

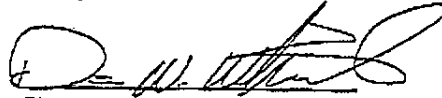
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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of **THREE GENERATIONS INVESTMENTS, LLC** (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this day of

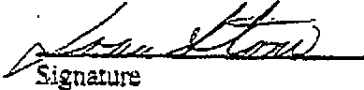


Signature

DAVID W. WITHERILL

Print Name of Signer

WITNESS:



Signature

JOAN STONE

Print Name of Witness

WITNESS:



Signature

SUSAN K. PRICE

Print Name of Witness

3-29-02

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