

Division of Corporations

LD2000011502

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CHESTER J. TROW, P.A.
Account Number : I20000000142
Phone : (352)369-8830
Fax Number : (352)369-8832

LIMITED LIABILITY COMPANY

HCG, LLC

02 MAY 13 AM 9:58 RECEIVED
MAIL DELIVERY OF S.O.A.
FEE: \$1.00 SER. FI 02 MAY 13 AM 9:33
DIVISION OF CORPORATION

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AND
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Certificate of Status	0
Certified Copy	1
Page Count	12
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION OF
HCG, LLC**

ARTICLE I - NAME

1.1 The name of this entity is HCG, LLC.

1.2 The street address of the principal office of the HCG, LLC is 1021 Nottingham St., Orlando, FL 32803, and the mailing address is the same.

ARTICLE II - DURATION

2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441(1), Florida Statutes.

ARTICLE III - PURPOSE

3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

ARTICLE IV - MANAGEMENT

4.1 This Limited Liability Company is to be managed by a manager or managers, and the names and street addresses of the person who is to serve as the initial manager is:

MANAGER'S NAME:	STREET ADDRESS:
ERIC L. SAUNDERS	1021 Nottingham St., Orlando, FL 32803

4.2 The names and street addresses of the initial members of this Limited Liability Company are:

<u>MEMBER'S NAME:</u>	<u>STREET ADDRESS:</u>
DAVID I. DIAMOND	3864 Brantley Place Circle, Apopka, FL 32703
GARY R. GRAHAM	169 Killarney Court, Lake Mary, FL 32746

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 AND BUSINESS REGISTRATION
 TALLAHASSEE, FLORIDA
 05/13/02 09:52
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 AND
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RONALD J. KROCHAK	780 John Anderson Road, Ormond Beach, FL 32176
MICHAEL PIRKOWSKI	2465 Alaqua Drive, Longwood, FL 32779
ROBERT L. PURDON	37940 Apiary Road, Grand Island, FL 32735
ERIC L. SAUNDERS	1021 Nottingham St., Orlando, FL 32803
AMIT I. SHAH	608 US Hwy. 27, Suite A-2, Seabring, FL 33870
ROBERT J. SOLLACCIO	9100 Kilgore Road, Orlando, FL 32836
MICHAEL SOMBECK	4746 Lonsdale Circle, Orlando, FL 32817
BURKHARD WEPPELMANN	9164 Point Cypress Drive, Orlando, FL 32836

4.3 The total amount of cash contributed by AMIT I. SHAH is \$900.00. The total amount of cash contributed by each of the other members is \$100.00. No property other than cash is to be contributed. Subject to further agreement as set forth in the Operating Agreement, the total amount of cash and property contributed and anticipated to be contributed by the Members is \$1,800.00.

4.4 The Operating Agreement may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Operating Agreement. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members. Initially the members shall all be of the same class.

Except as expressly provided in the Operating Agreement, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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company convertible into or carrying such a right).

ARTICLE V - INITIAL REGISTERED OFFICE

5.1 The street address of the initial registered office of the Limited Liability Company is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

ARTICLE VI - OWNERSHIP INTEREST / TRANSFERABILITY

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Regulations. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$25.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security number.

VII - LIMITED LIABILITY

7.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of this Article or the Regulations shall be prospective only, and shall not adversely affect any limitation of the personal liability of a member or agent of the members of the

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STATE OF FLORIDA
SALVADOR J. TAVARES
CLERK OF THE CIRCUIT COURT
IN AND FOR ALLEN COUNTY
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Limited Liability Company at the time of the repeal or modification.

VIII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441 (1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Regulations. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

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ARTICLE IX - CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE

10.1 The name of the initial registered agent of this Limited Liability Company is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

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TALLAHASSEE, FLORIDA

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ARTICLE XI - AMENDMENT OF ARTICLES

11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Regulations.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 14th day of January, 2002.


MEMBERS:


GARY R. GRAHAM


RONALD J. KROCHAK


MICHAEL PIRKOWSKI


ROBERT L. PURDON


ERIC L. SAUNDERS

SECRETARY OF STATE
TALLAHASSEE
FLORIDA
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[Signature]
DAVID A. DIAMOND

[Signature]
ROBERT J. SOLLACCIO

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was instrument was acknowledged before me this 21st day of February, 2002, by DAVID A. DIAMOND. Such person: (notary must check applicable box)

[Signature]
MICHAEL SOMBECK

is personally known to me. produced a current Florida Driver's License as identification.

[Signature]
BURKHARD WEPPELMANN

produced _____ as identification.
 sworn to or affirmed and subscribed before the undersigned notary.

[Signature]
AMIT I. SHAN

Notary Public, State of FL
STATE OF FLORIDA
COUNTY OF Orange



Sheila Roberts-Grant
MY COMMISSION # CC901250 EXPIRES
February 16, 2004
BONDED THRU TROY RAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 19th day of February, 2002, by GARY R. GRAHAM. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

[Signature]
Notary Public
State of Florida, at Large
My commission expires:



Sheila Roberts-Grant
MY COMMISSION # CC901250 EXPIRES
February 16, 2004
BONDED THRU TROY RAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 2nd day of February, 2002, by RONALD J. KROCHAK. Such person: (notary must check

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applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

Sheila Roberts-Grant
 Notary Public
 State of Florida, at Large
 My commission expires:



Sheila Roberts-Grant
 MY COMMISSION # CC901250 EXPIRES
 February 16, 2004
 BONDED THRU TROY FARM INSURANCE, INC

STATE OF FLORIDA
 COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19th day of February, 2002, by MICHAEL PIRKOWSKI. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

Sheila Roberts-Grant
 Notary Public
 State of Florida, at Large
 My commission expires:



Sheila Roberts-Grant
 MY COMMISSION # CC901250 EXPIRES
 February 16, 2004
 BONDED THRU TROY FARM INSURANCE, INC

DEPT. OF STATE
 TALLAHASSEE, FLORIDA
 02 MAR 13 AM 9:52
 APPROVED AND FILED

STATE OF FLORIDA
 COUNTY OF Orange

The foregoing instrument was acknowledged before me this ___ day of February, 2002, by ROBERT L. PURDON. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.

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- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

Sheila Roberts-Grant

 Notary Public

State of Florida, at Large
 My commission expires: February 16, 2004
CC901250 EXPIRES FEBRUARY 16, 2004 BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
 COUNTY OF Orange



Sheila Roberts-Grant
 MY COMMISSION # CC901250 EXPIRES
 February 16, 2004
 BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 19th day of February, 2002, by ERIC L. SAUNDERS. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

Sheila Roberts-Grant

 Notary Public

State of Florida, at Large
 My commission expires:

STATE OF FLORIDA
 COUNTY OF Orange



Sheila Roberts-Grant
 MY COMMISSION # CC901250 EXPIRES
 February 16, 2004
 BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 19th day of February, 2002, by ROBERT J. SOLLACCIO. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

Sheila Roberts-Grant

 Notary Public

State of Florida, at Large
 My commission expires:



Sheila Roberts-Grant
 MY COMMISSION # CC901250 EXPIRES
 February 16, 2004
 BONDED THRU TROY FAIN INSURANCE, INC.

02 MAY 19 AM 9:52
 COUNTY OF ORANGE
 TALLahassee, FLORIDA

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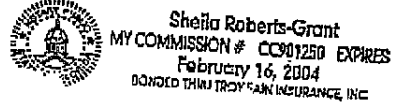
STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19th day of February, 2002, by MICHAEL SOMBECK. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

Sheila Roberts-Grant

 Notary Public
 State of Florida, at Large
 My commission expires:



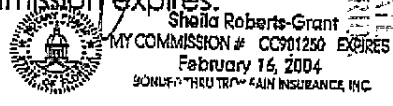
STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 9th day of February, 2002, by BURKHARD WEPPELMANN. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.
- sworn to or affirmed and subscribed before the undersigned notary.

Sheila Roberts-Grant

 Notary Public
 State of Florida, at Large
 My commission expires:



02 MAR 11 11:52 AM '02
 STATE OF FLORIDA
 TALLAHASSEE, FLORIDA
 FILED

STATE OF FLORIDA
COUNTY OF Highlands

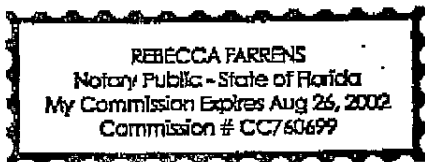
The foregoing instrument was acknowledged before me this 3rd day of ~~February~~ ^{May}, 2002, by AMIT I. SHAH. Such person: (notary must check applicable box)

- is personally known to me.
- produced a current Florida Driver's License as identification.
- produced _____ as identification.

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sworn to or affirmed and subscribed before the undersigned notary.



Rebecca Farrens

Notary Public
State of Florida, at Large
My commission expires:

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of Sections 608.415 and 608.416, Florida Statutes, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for HCG, LLC.

DATED this 13th day of May, 2002.

CJT

Chester J. Trow
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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