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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 711891 7103152
AUTHORIZATION : *Patricia Pujols*
COST LIMIT : \$ 125.00

ORDER DATE : August 20, 2002
ORDER TIME : 10:47 AM
ORDER NO. : 711891-005
CUSTOMER NO: 7103152

CUSTOMER: Ms. Carrie J. Canales
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

400007221384--2

DOMESTIC FILING

NAME: MARTIN & ASSOCIATES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	
Availability	<u>XX</u> PLAIN STAMPED COPY
Document Examiner	CONTACT PERSON: Ginger Simmons - EXT. 1139 DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

EXAMINER'S INITIALS:

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02 AUG 20 AM 11:49
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

*Martin & Associates
can't have both*



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 20, 2002

GINGER SIMMON
CSC
TALLAHASSEE, FL

SUBJECT: MARTIN & ASSOCIATES, LLC
Ref. Number: W02000024208

RESUBMIT
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We have received your document for MARTIN & ASSOCIATES, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

Article VIII states that it will be managed by the members. Then you state managing members and then managers. You can not have both. Please correct your document to show one or the other.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 602A00049023

RESUBMIT
Please give original
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02 AUG 21 PM 4:55
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MARTIN & ASSOCIATES, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, being the initial members of a limited liability company to be organized under the Florida Limited Liability Company Act, adopt and submit the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **MARTIN & ASSOCIATES, LLC**.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The street address of the principal office and mailing address of the Company shall be **1885 Les Chateaux Blvd., Naples, Florida 34109**.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Harold J. Webre, Esquire**.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new and substitute members to the Company upon the written consent of a Majority in Interest of the Members, as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the

Company's Operating Agreement and Regulations.

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**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VII
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

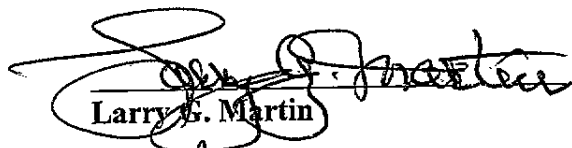
**ARTICLE VIII
MANAGERS**

The Company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be two (2). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the individuals who shall serve as managers until their successors are elected and qualified are:

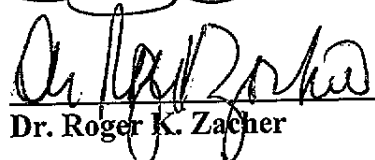
Larry G. Martin
2304 Driftwood Place
St. Louis, MO 63146

Dr. Roger K. Zacher
1885 Les Chateaux Blvd.
Naples, FL 34109

IN WITNESS WHEREOF, the undersigned, being the initial members of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 15th day of August, 2002.



Larry G. Martin

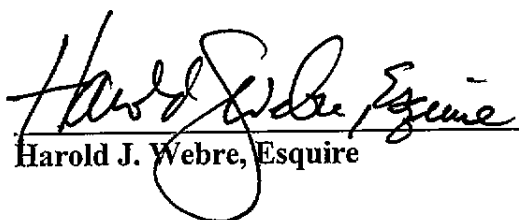


Dr. Roger K. Zacher

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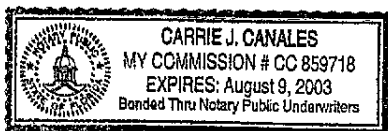
ACCEPTANCE BY REGISTERED AGENT

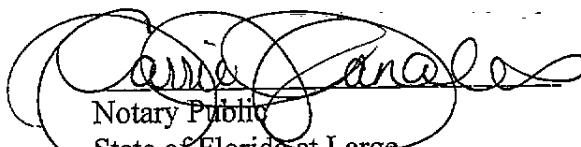
I, Harold J. Webre, Esquire, having been duly designated to act as registered agent and to accept service of process for MARTIN & ASSOCIATES, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, hereby accept the appointment as registered agent and agree to 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 am familiar with and accept the designations of my position as Registered Agent.


Harold J. Webre, Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 15th day of August, 2002, by Harold J. Webre, Esquire, who is personally known to me or has produced a Florida's drivers license as identification.




Notary Public
State of Florida at Large
My Commission Expires:

(Notary Seal)

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