

L05000122174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

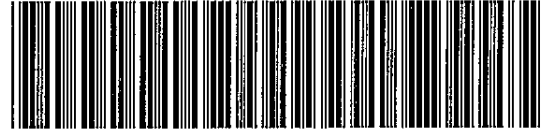
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

BIK

Office Use Only



600062319186

12/27/05--01001--020 **125.00

EFFECTIVE DATE
1/1/06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 DEC 23 AM 8:34 05 DEC 23 PM 2:21

FILED RECEIVED

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH
DATE: 12/23/2005
REF. #: 000399.46023
CORP. NAME: ROSEMEAD PARTNERS, L.L.C.

EFFECTIVE DATE
1/1/06

FILED
2005 DEC 23 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

RECEIVED
05 DEC 23 AM 2:20
DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK# 515460 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
ROSEMEAD PARTNERS, L.L.C.**

FILED
2005 DEC 23 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
11/06

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **ROSEMEAD PARTNERS, L.L.C.**, and its principal office and mailing address is 815 E. 63rd Place, Indianapolis, Indiana 46220, in the County of Marion, State of Indiana, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company

ARTICLE IV

MANAGEMENT

This limited liability company is to be initially managed by one (1) manager. The name and address of the person who shall serve as manager until the first annual meeting of members or until successors are elected and qualified are as follows:

PAUL A. SCHERRER
815 E. 63rd Place
Indianapolis, IN 46220

ARTICLE V

DELAYED EFFECTIVE DATE

The limited liability company's existence shall commence on January 1, 2006 (the "Delayed Effective Date"), and these Articles shall become effective, and the limited liability company's existence shall commence, on such Delayed Effective Date.

ARTICLE VI

DURATION

Commencing on the Delayed Effective Date, this limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is c/o Dunlap & Moran, P.A., 1990 Main Street, Suite 700, Sarasota, Florida 34236, and the mailing address is P.O. Box 3948, Sarasota, Florida 34230-3948, in the County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is GARY KAUFFMAN, ESQ.

The undersigned, being an authorized representative, or member, of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **ROSEMEAD PARTNERS, L.L.C.**

Executed by the undersigned on December 12, 2005.


PAUL A. SCHERRER, Manager

ACCEPTANCE BY REGISTERED AGENT

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.


GARY KAUFFMAN