



THE UNITED STATES CORPORATION COMPANY

M99000000236

ACCOUNT NO. : 072100000032

REFERENCE : 097744 82724A

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pizant*

ORDER DATE : January 13, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 097744-005

700002739777--0

CUSTOMER NO: 82724A

CUSTOMER: Ms. Diane Whitacre  
MORRISON & CONROY  
MORRISON & CONROY  
3838 Tamiami Trail North  
Suite 402  
Naples, FL 34103-3507

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99 JAN 13 PM 12:07  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: FERMM, L.L.C.

EFFECTIVE DATE:

FILED  
99 JAN 13 PM 3:16  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

M99-236

Name	<i>[Signature]</i>
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**MORRISON & CONROY**

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

3838 TAMiami TRAIL NORTH, SUITE 402  
NAPLES, FLORIDA 34103  
(841) 648-5200

J. THOMAS CONROY, III  
BOARD CERTIFIED REAL ESTATE LAWYER  
KRISTIN M. CONROY  
DAVID N. MORRISON

TELECOPIER (841) 648-8140

January 5, 1999

*Via Facsimile (850) 487-6013*

Karen Beyer  
Secretary of State / Division of Corporations

Re: **FERMM, L.L.C.**

Dear Ms. Beyer:

Please be advised that this firm represents FERMM, L.L.C. You have advised me that presently exists a Florida corporation registered as "The Firm, Inc." but that you will consent to the temporary filing of FERMM, L.L.C. upon the assurance that our client, FERMM, L.L.C. will agree to change the name of this limited liability company within sixty (60) days from the date of this letter. This letter will confirm that my client has agreed to this demand and I have requested CSC to resubmit the paperwork necessary for filing directly to you.

Please contact me immediately should you have any further questions or concerns. Thank you for your courtesy and cooperation in this matter.

Very truly yours,

MORRISON & CONROY, P.A.

  
J. Thomas Conroy, III

JTC/dw  
cc: F. Potestio  
CSC - Filing Department

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DIVISION OF CORPORATIONS  
99 JAN 13 PM 3:16



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 13, 1999

TAMARA ODOM  
CSC

SUBJECT: FERMM, L.L.C.  
Ref. Number: W9900000937

We have received your document for FERMM, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 599A00001741

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**ARTICLES OF ORGANIZATION  
OF  
FERMM, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is FERMM, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 4288 Silver Fox Drive, Naples, Florida 34119. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Frank P. Potestio, Jr., who is a natural person at least eighteen (18) years old.

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**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Frank P. Potestio, Jr.  
4288 Silver Fox Drive  
Naples, Florida 34119

Mark Finkelstein  
3324 Whitburn Court  
Ada, Michigan 49301

Rick Fenton  
30800 Northwestern Highway, Suite 100  
Farmington Hills, Michigan 48334

**ARTICLE VII  
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

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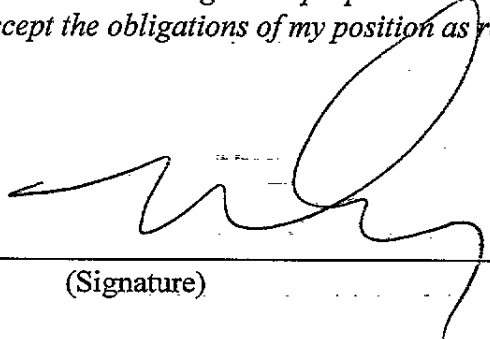
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN  
THE STATE OF FLORIDA.

1. The name of the limited liability company is: FERMM, L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

*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 accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(Signature)

January, 12 1999

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**ARTICLE VIII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE IX  
DISSOLUTION**

**Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

- (a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.
- (b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

**ARTICLE X  
DISTRIBUTIONS**

**Section 10.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed by all of the members.

**Section 10.02 Winding-Up Distributions**

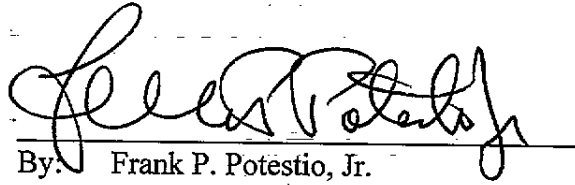
The Company may make winding-up distributions of property to its members as agreed by all of the members.

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**ARTICLE XI  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 12<sup>th</sup> day of January, 1999.



By: Frank P. Potestio, Jr.  
Its: Managing Member

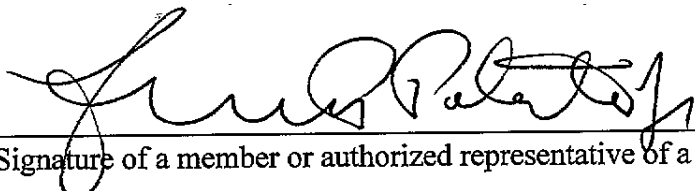
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of FERMM, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00



Signature of a member or authorized representative of a member

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

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