

L04000006715

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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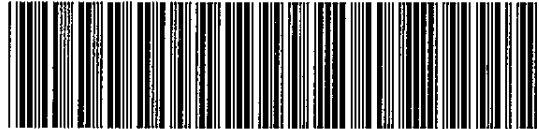
(Business Entity Name)

(Document Number)

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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 1/26/04

REF. #: 01173.22954

CORP. NAME: PAYTON & ASSOCIATES, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 4146 FOR \$ 130.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$**_____

PLEASE RETURN:

- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company shall be **PAYTON & ASSOCIATES, LLC**

**ARTICLE II
PURPOSES AND POWERS**

The limited liability company is authorized to transact any business permitted by the laws of the State of Florida, from time to time, for a limited liability company.

**ARTICLE III
ADDITIONAL CAPITAL CONTRIBUTIONS**

Additional capital contributions shall be made in such amounts and by such members as may be determined from time to time by a majority vote of the members.

**ARTICLE IV
PROFITS AND LOSSES**

Profits and losses shall be allocated to members as provided in the Operating Agreement adopted and as amended from time to time by the members.

**ARTICLE V
DURATION**

The limited liability company shall exist until December 31, 2050, unless earlier dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the members.

**ARTICLE VI
MAILING ADDRESS & PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal office of this limited liability company shall be at One Southeast Third Avenue, Suite 1200, Miami, FL 33131.

ARTICLE VII
MANAGEMENT

Management of this limited liability company is reserved to its members, one of which shall serve as the manager until the first annual meeting of members or until his successor is elected and qualifies. The name and address of the initial manager is as follows:

Harry Payton
One Southeast Third Avenue
Suite 1200
Miami, FL 33131

ARTICLE VIII
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is One Southeast Third Avenue, Suite 1200, Miami, FL 33131, and the name of its initial registered agent at such address is Harry Payton, Esq..

ARTICLE IX
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members only as provided in the Operating Agreement adopted by the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the Operating Agreement adopted by the members.

ARTICLE X
CONTINUATION OF THE BUSINESS

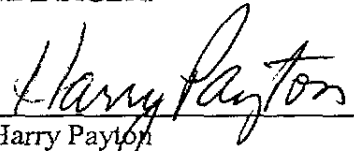
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right continue the business upon a majority vote of such remaining members.

ARTICLE XI
AMENDMENT

These Articles of Organization may be amended only by a majority vote of the members.

Executed this 20th day of January, 2004.

MANAGER:



Harry Payton

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Company is:

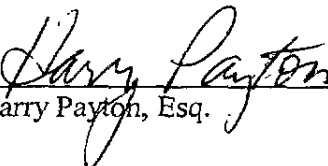
PAYTON & ASSOCIATES, LLC

2. The name and address of the registered agent and the registered office is:

Harry Payton
One Southeast Third Avenue
Suite 1200
Miami, FL 33131

Pursuant to Section 608, Florida Statutes, the undersigned has been named to act as the registered agent of PAYTON & ASSOCIATES, LLC, at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 608, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the company and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the company.

Date: January 20, 2004



Harry Payton, Esq.