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BURGESS HARRELL MANCUSO OLSON & COLTON, P.A.

Attorneys at Law

James H. Burgess, Jr.\*  
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<sup>\*\*</sup>Board certified real estate lawyer  
<sup>o</sup>Certified circuit and family court mediator

January 10, 2000

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

800003094388--2  
-01/11/00--01049-004  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Filing of Articles of Organization  
PCS, L.L.C.

Dear Sir or Madame:

L-530

Enclosed please find the original of the Articles of Organization for the above-referenced limited liability company, and a check in the total amount of the following:

Filing Fee	\$100.00
Agent Designation Filing Fee	25.00
	<u>\$125.00</u>

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

Donald J. Harrell  
Donald J. Harrell  
For the Firm

Encs.  
cc: client (w/o/encs.)

W 1/13  
FILED  
00 JAN 10 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

EACH UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby certify as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is: PCS, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: SUITE 702, HUNTING BANK BUILDING, 240 S. PINEAPPLE AVE., SARASOTA, FL 34236.

ARTICLE III - DURATION

The existence of the Company shall commence upon the date of execution of this instrument, which shall be within 5 business days prior to filing hereof. The period of duration for the Company shall be: 12:00 Midnight, December 31, 2030.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in the state is: WILLIAM A. SABA, SUITE 702, HUNTINGTON BANK BUILDING, 240 S. PINEAPPLE AVE., SARASOTA, FL 34236. If the registered also executed this instrument, the registered agent hereby accepts the appointment as registered agent, and states that the registered agent is familiar with, and accepts, the obligations of that position.

ARTICLE V - MANAGEMENT

The Company is to be managed by one member whose name and address is: WILLIAM A. SABA, SUITE 702, HUNTINGTON BANK BUILDING, 240 S. PINEAPPLE AVE., SARASOTA, FL 34236

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: No additional member(s) shall be admitted to the Company without the written consent of all members of the Company and on such terms and conditions as shall be determined by all members, except as otherwise provided in the Company's regulations initially executed by all members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be: The business of the Company may be continued only by the written consent of all remaining members, except as otherwise provided in the Company's regulations initially executed by all members.

IN WITNESS WHEREOF, the undersigned executed this instrument affirming under penalties of perjury that the facts stated herein are true on Jan. 5, 2000.

William A Saba  
WILLIAM A. SABA  
As Sole Managing Member

FILED  
00 JAN 10 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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: PCS, L.L.C.

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

William A Saba

(NAME)

240 S. Pineapple Ave., Suite 702

(P. O. Box NOT ACCEPTABLE)

Sarasota, Florida 34236

(CITY/STATE/ZIP)

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

William A. Saba

(SIGNATURE)

Jan. 5, 2000

(DATE)

**FILED**  
00 JAN 10 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA