

**L 00000002036**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP** 2/23/00 11:00

**CERTIFIED COPY** \_\_\_\_\_

\_\_\_\_\_ **CUS** \_\_\_\_\_

\_\_\_\_\_ **PHOTO COPY** \_\_\_\_\_

**FILING** LHC

1.) P. B. C. Acquisition, L.L.C.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

APPROVED  
AND  
FILED  
00 FEB 23 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800003144098--7  
-02/23/00--01021--013  
\*\*\*\*155.00 \*\*\*\*155.00

**SPECIAL INSTRUCTIONS**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

RECEIVED  
00 FEB 23 AM 9:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

*"When you need ACCESS to the world"*  
**CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU**

*Handwritten signature and initials*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 23, 2000

CORPORATE ACCESS, INC.

SUBJECT: P.B.C. ACQUISITION, L.L.C.  
Ref. Number: W00000004966

We have received your document for P.B.C. ACQUISITION, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of organization must be signed by a member or an authorized representative of a member. The articles were signed by Ramon S. Campos as the authorized agent.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 800A00009771

APPROVED  
AND  
FILED  
00 FEB 23 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
P. B. C. ACQUISITION, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a member or authorized representative of a member of **P.B.C. Acquisition, L.L.C.**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I.  
NAME**

The name of this limited liability company (the "Company") is **P.B.C. Acquisition, L.L.C.**

**ARTICLE II.  
ADDRESS**

The mailing and street address of the principal office of the Company shall be 202 Gandy Road, Auburndale, Florida 33823.

**ARTICLE III.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be c/o P.B.C. Acquisition LLP, 202 Gandy Road, Auburndale, Florida 33823, and the registered agent for the Company at that address shall be Ramon S. Campos.

**ARTICLE IV.  
DURATION**

Except as provided in the Company's Operating Agreement (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V.  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, except as limited by the Operating Agreement, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

00 FEB 23 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLE VI.  
MANAGEMENT**

The management of the Company is reserved to its members (the "Members").

**ARTICLE VII.  
ADMISSION OF NEW MEMBERS**

The Company may admit new Members only upon the approval of all of current Members, provided that each new Member assents to the terms of and executes the Operating Agreement.

**ARTICLE VIII.  
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

**ARTICLE IX.  
AMENDMENT OF ARTICLES OF ORGANIZATION  
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, these Articles of Organization and the Operating Agreement may only be amended by a vote of the Members who hold at least 75% of the then-outstanding membership units of the Company.

**ARTICLE X.  
RELATIONSHIP OF ARTICLES OF ORGANIZATION  
TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18th day of February, 2000.

  
\_\_\_\_\_  
Ramon S. Campos, Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB 23 PM 3:54

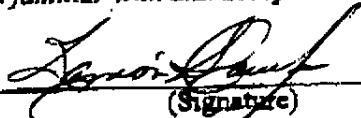
APPROVED  
AND  
FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE  
OF  
P.B.C. ACQUISITION, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is P.B.C. Acquisition, L.L.C.
2. The name and address of the registered agent and office are Ramon S. Campos, 202 Gandy Road, Auburndale, Florida 33823.

*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.*

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

2/17/2000  
(Date)

APPROVED  
AND  
FILED  
00 FEB 23 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA