

L0000000 2916

Donor's Name

**Berkshire Halifax Corporation**

12230 Forest Hill Boulevard • Suite 120  
Wellington, Florida 33414-5700

City/State/Zip

Phone #

800003159039--2  
-03/06/00--01136--005  
\*\*\*\*125.00 \*\*\*\*125.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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00 MAR -6 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SL

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
H.I., L.L.C.

We, the undersigned persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be H.I., L.L.C.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

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ARTICLE 4.

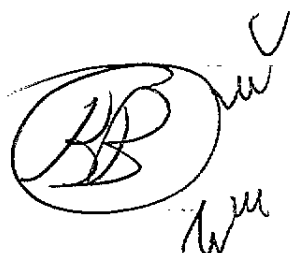
Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is 12230 Forest Hill Blvd., Suite 120, Wellington, FL 33414, and the name and address of the initial registered agent of the Company at that address is Leonard J. Mercer, 12230 Forest Hill Blvd. Suite 120, Wellington, FL 33414. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

[Intentionally deleted]

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Handwritten signature and initials, possibly "BB" and "WMC", with a circular scribble around the signature.

ARTICLE 6.

Ownership Interest

The members of the organization and their respective percentage ownership interests are:

Berkshire Halifax Corp.	51%
Leonard J. Mercer	24.5%
Michael Lally	24.5%

ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

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*LB*

ARTICLE 9.

Management

Management of the Company is reserved to Leonard J. Mercer and Kenneth E. Brown, two of the members, who shall serve as the managers of this Company until such time as another manager is designated in accordance with the Regulations. Leonard J. Mercer's address is 2560 S. Ocean Blvd., #605, Palm Beach, Florida 33480, and Kenneth E. Brown's address is 12230 Forest Hill Blvd. Suite 120, Wellington, FL 33414.

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ARTICLE 10.

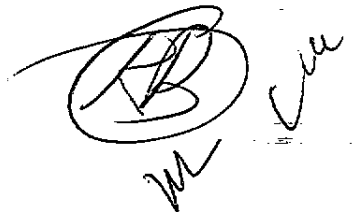
Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

ARTICLE 11.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

Handwritten signature and initials, possibly "M. C. C.", written in black ink at the bottom right of the page.

ARTICLE 12.

Counterparts


These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

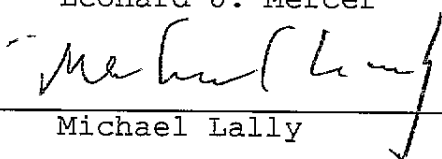
In witness of the foregoing, we have hereunto set our hands and seals this 23<sup>RD</sup> day of February, 2000.

H.I., LLC

By

  
Kenneth E. Brown

  
Leonard J. Mercer

  
Michael Lally

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TALLAHASSEE, FLORIDA



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with said Act:

That H.I., L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named Leonard J. Mercer, having an address at 12230 Forest Hill Blvd., Suite 120, City of Wellington, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Leonard J. Mercer

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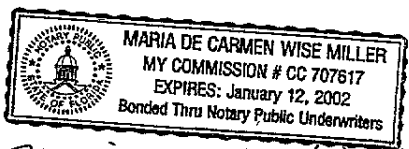


STATE OF Florida  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February, 2000 by Kenneth E. Brown who is personally known to me or has produced Fla. Drivers License as identification.

Notary Public  
State of \_\_\_\_\_  
Commission No. \_\_\_\_\_

My commission expires:



*Maria del C. Wise Miller*

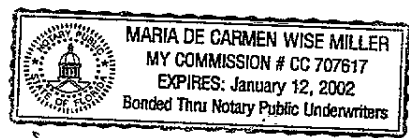
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00 MAR -6 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF Florida  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February, 2000 by Leonard J. Mercer, who is personally known to me or has produced Fla. Drivers License as identification.

Notary Public  
State of \_\_\_\_\_  
Commission No. \_\_\_\_\_

My commission expires:



*Maria del C. Wise Miller*  
*[Signature]*

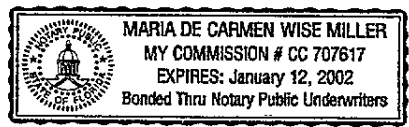


STATE OF Fla.  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February, 2000 by Michael Lally, who is personally known to me or has produced Fla Drivers License as identification.

Notary Public  
State of \_\_\_\_\_  
Commission No. \_\_\_\_\_

My commission expires:



*Maria del C. Wise Miller*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(Signature)*  
*me*  
*ml*