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**GENE R. SOLOMON**  
*Certified Public Accountant*

1342 Colonial Boulevard  
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Fort Myers, Florida 33907  
Telephone: (941) 939-5303  
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May 4, 2000

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/08/00--01103--012  
\*\*\*\*155.00 \*\*\*\*155.00

Dear Sir or Madam:

Enclosed please find the following documents to be recorded by the Florida Division of Corporations:

1. Articles of Organization for Goldberg, Racila, Sico & Noone, L.L.C.
2. Check enclosed for \$155.00 to cover the filing fee, registered agent fee and the certified copy fee.
3. Copy of the Articles of Organization to be certified and returned to my office.

If you have any questions on the enclosed, please contact me.

Very truly yours,



Gene R. Solomon, C.P.A.

GRS:kmz  
Enclosures  
Cc: Mr. Scot D. Goldberg

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TALLAHASSEE, FLORIDA  
SECTION OF STATE

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**ARTICLES OF ORGANIZATION  
OF  
GOLDBERG, RACILA, SICO & NOONE, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization:

**ARTICLE 1. NAME**

The name of the limited liability company shall be **GOLDBERG, RACILA, SICO & NOONE, L.L.C.** ("company").

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the company shall be P.O. Box 190, Fort Myers, Florida 33902.

**ARTICLE III. DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is Scot D. Goldberg, 1818 Piccadilly Circle, Cape Coral, Florida 33991.

**ARTICLE V. CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII. ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company only as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

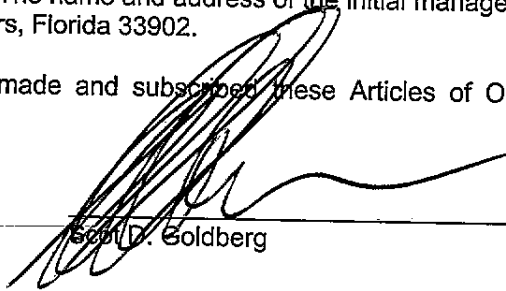
**ARTICLE VIII. TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminated the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

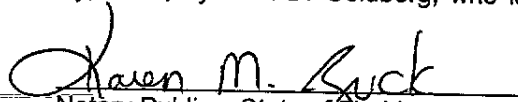
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Scot D. Goldberg, P.O. Box 190, Fort Myers, Florida 33902.

The undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida on May 4, 2000.

  
Scot D. Goldberg

STATE OF FLORIDA  
COUNTY OF LEE

Sworn to and subscribed before me this 4 day of May, 2000, by Scot D. Goldberg, who is personally known to me.

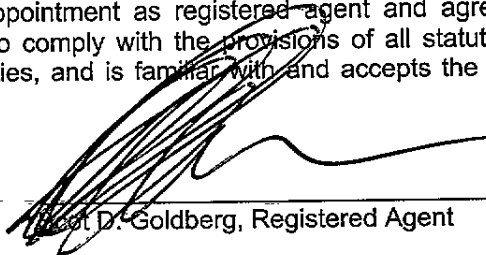
  
Notary Public – State of Florida  
Karen M. Zuck  
Typed or Printed Name



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CLERK OF DISTRICT COURT  
SEVENTH JUDICIAL CIRCUIT  
FORT MYERS, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **GOLDBERG, RACILA, SICO & NOONE, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
David D. Goldberg, Registered Agent

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ALABAMA

EXHIBIT "A"

INITIAL MEMBERS, CAPITAL CONTRIBUTIONS  
AND MEMBER PERCENTAGE INTEREST

<u>Name &amp; Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Scot D. Goldberg 1818 Piccadilly Circle Cape Coral, Florida 33991	\$ 25	25%
Michael E. Noone 4948 Santa Monica Court Cape Coral, Florida 33904	\$ 25	25%
Jerome A. Sico 4285 Perth Court N. Ft. Myers, Florida 33903	\$ 25	25%
Raymond Lee Racila 8023 Gator Palm Drive Fort Myers, Florida 33912	\$ 25	25%

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COMMUNICATIONS SECTION