

LAW OFFICES OF
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Large handwritten signature and number 7920

Florida Division of Corporations
Attention: Corporate Filing Department
409 East Gaines Street
Tallahassee, FL 32399

RE: MOORE EPSTEIN MOORE & ASSOCIATES, L.L.C.

Dear Sir/Madam:

Please find enclosed two originals of the Articles of Organization of **MOORE EPSTEIN MOORE & ASSOCIATES, L.L.C.**, along with two original Certificates of Designation of Registered Agent for filing.

In addition, I have enclosed a check payable to the Secretary of State in the amount of **\$125.00** to cover the following charges:

1. \$100.00 filing fee; and
2. \$25.00 Registered Agent's fee.

Thank you for your assistance with this matter.

Very truly yours,

Ronald C. White
RONALD C. WHITE (sc)

RCW/sc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\\CLIENTS\SM\Moore, Ted\M-E-M & Assoc., L.L.C\m-e-m & ASSOC., L.L.C Division of Corp.ltr.wpd

ARTICLES OF ORGANIZATION
OF
MOORE EPSTEIN MOORE & ASSOCIATES, L.L.C
a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is

MOORE EPSTEIN MOORE & ASSOCIATES, L.L.C. (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 102 North Habana Avenue, Suite 200, Tampa, Hillsborough County, Florida 33607.

ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company 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, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

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SECRETARY OF STATE

ARTICLE V MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI MEMBERS

The names and addresses of the initial members are as follows:

JAMES H. EPSTEIN
13853 Lake Point Drive
Clearwater, Florida 33762

MARIANNE A. MOORE
13857 Lake Point Drive
Clearwater, Florida 33762

TED G. MOORE
13857 Lake Point Drive
Clearwater, Florida 33762

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TALLAHASSEE, FLORIDA

ARTICLE VII ADMISSION OF NEW MEMBERS

New members may come into the Company upon the agreement or consented to by a majority-in-interests of the members or upon a written agreement or consent to by a majority-in-interests of the members or upon such terms and conditions as the existing members may unanimously agree.

ARTICLE VIII MEMBER VOTING

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE IX ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 202 South 22nd Street, Suite 210, Tampa, Hillsborough, Florida 33605. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as JAMES H. EPSTEIN. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 28th day of June 2000.


JAMES H. EPSTEIN


MARIANNE A. MOORE


TED G. MOORE

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00 JUN 29 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF MOORE EPSTEIN MOORE & ASSOCIATES, L.L.C.**

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:

MOORE EPSTEIN MOORE & ASSOCIATES, L.L.C.

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

**JAMES H. EPSTEIN
3102 North Habana Avenue, Suite 200
Tampa, Florida 33607
(813) 877-8660**

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 as provided for in Chapter 608, Florida Statutes.



JAMES H. EPSTEIN

6/28/00

(DATE)

Filing Fee: \$25.00 for Designation of Registered Agent

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