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July 15, 2000

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

Re: Hughes Limited Liability Company

Please find enclosed for filing the following documents for the Hughes Limited Liability Company, a company that my clients wish to establish as a Florida limited liability company:

1. An original of the Articles of Incorporation for the Barringer Limited Liability Company;
2. Two (2) copies of the Articles of Organization (I request two certified copies of the Articles returned to my office); and
3. The signature of the Registered Agent acknowledging familiarity with and accepting the obligations of a registered agent.

Also, please find enclosed a check payable to the Florida Department of State in the amount of \$185.00. The check is payment for the following:

1. Filing fee of \$100;
2. Designation of Agent fee of \$25; and
3. Fee for two certified copies of \$60.

I have enclosed a prepaid one day mailer for the return of the certified copies.

Yours very truly,

F.M. Wells, Jr.

F.M. Wells, Jr., Esq.
Enclosure

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF HUGHES LIMITED LIABILITY COMPANY

The undersigned, JOSEPH R. HUGHES, III. and PEGGY W. HUGHES, the managers of the Hughes Limited Liability Company, and on behalf of the members of said limited liability company, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be the Hughes Limited Liability Company, and its principal office shall be located at 548 Woodfern Court in the City of Tallahassee, County of Leon, State of Florida, 32312 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by two (2) Managers. The names and addresses of the persons who shall serve as the Managers are as follows:

JOSEPH R. HUGHES, III. and PEGGY W. HUGHES
548 Woodfern Court
Tallahassee, Florida 32312

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent.

Contributions required of new members shall be determined as provided in the Operating Agreement of the Hughes Limited Liability Company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members as provided in the Operating Agreement of the Hughes Limited Liability Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Hughes Limited Liability Company shall not terminate upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member. The Hughes Limited Liability Company shall only terminate upon the affirmative vote of the members or upon the sale or other disposition of all or substantially all of the assets of the Hughes Limited Liability Company as provided in the Operating Agreement of the Hughes Limited Liability Company.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The initial capital contributions of each member are set forth in Schedule A of the Operating Agreement of the Hughes Limited Liability Company.

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members may make capital contributions in unequal amounts.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the net profits as computed in accordance with generally accepted accounting principles, consistently applied, and shall be allocated among the Members solely according to their respective Capital Accounts.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members solely according to their respective Capital Accounts.

ARTICLE VIII

DURATION

This limited liability company shall have perpetual duration, except as provided below:

The limited liability company shall be dissolved upon any of the following events:

- (1) The affirmative vote of all of the Members; or
- (2) The sale or other disposition of all or substantially all of the assets of the limited liability company.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 548 Woodfern Court, Tallahassee, Florida 32312, and the name of the company's initial registered agent at that address is Peggy W. Hughes.

ARTICLE X.

TAXATION AS PARTNERSHIP

The members of the limited liability company elect that under federal law and to the maximum extent of state law that the limited liability company be taxable as a partnership and as partners.

The undersigned, being the original managers of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of the Hughes Limited Liability Company.

Executed by the undersigned, JOSEPH R. HUGHES, III. and PEGGY W. HUGHES, at Tallahassee, Florida, on this the 25th day of April, 2000


JOSEPH R. HUGHES, III.


PEGGY W. HUGHES

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FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF LEON

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is the Hughes Limited Liability Company.

The name of the registered agent for the Hughes Limited Liability Company is Peggy W. Hughes, and the street address of the company's principal office where the agent is located is 548 Woodfern Court, Tallahassee, Florida 32312.

This statement is to acknowledge that, as indicated above, the Hughes Limited Liability Company has appointed me, Peggy W. Hughes, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 25th day of ~~March~~, 2000.

April

Peggy W. Hughes
PEGGY W. HUGHES

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The foregoing instrument was acknowledged before me this 25th day of ~~March~~, *April* 2000, by Peggy W. Hughes, agent on behalf of the Hughes Limited Liability Company, a limited liability company. Peggy W. Hughes is personally known to me.

Emma Lou Brogdon
Notary Public

My Commission Expires

March 30, 2001



Emma Lou Brogdon
MY COMMISSION # CG629252 EXPIRES
March 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.