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ROGERS, BOWERS, DEMPSEY AND PALADINO  
ATTORNEYS  
FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330  
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO  
ALLISON B. ROGERS

August 18, 2000

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

Florida Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

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-08/23/00--01085--005  
\*\*\*155.00 \*\*\*155.00

In re: Leighton McGinn Program Management, LLC

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Organization of Leighton McGinn Program Management, LLC. I would appreciate it if you would file the original Articles of Organization in your office. After the Articles of Organization have been filed, the copy of the Articles should then be certified. The certified copy of the Articles of Organization should then be mailed to my office.

You will also find enclosed a check in the amount of \$155.00, in payment of the following fees for the company:

Filing Fee	\$100.00
Designation of Registered Agent Fee	25.00
Certified Copy Fee	<u>30.00</u>
Total	<u>\$155.00</u>

FILED  
00 AUG 23 PM 1:35  
TALLAHASSEE, FLORIDA

If you have any questions, or should require additional information, please give me a call at your convenience.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO

  
David E. Bowers

DEB/cr  
Enclosures

SL

**ARTICLES OF ORGANIZATION  
OF  
LEIGHTON MCGINN PROGRAM MANAGEMENT, LLC**

**ARTICLE I - NAME**

The name of the limited liability company is "Leighton McGinn Program Management, LLC."

**ARTICLE II - DURATION**

The limited liability company shall exist from the date of the filing of the Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the limited liability company is:

Leighton McGinn Program Management, LLC  
8049 Monetary Drive, Suite D-1  
Riviera Beach, Florida 33404

**ARTICLE IV - REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is:

David E. Bowers, Esq.  
Rogers, Bowers, Dempsey and Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

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00 AUG 23 PM 1:33  
TALLAHASSEE, FLORIDA

#### **ARTICLE V - ADDITIONAL MEMBERS**

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

#### **ARTICLE VI - CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

#### **ARTICLE VII - MANAGEMENT**

The limited liability company is to be managed by its member. The name and address of the managing member of the limited liability company:

Leighton McGinn Company  
8049 Monetary Drive, Suite D-1  
Riviera Beach, Florida 33404

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CLERK OF DISTRICT COURT  
PALM BEACH, FLORIDA

#### **ARTICLE VIII - AUTHORIZED REPRESENTATIVE**

The representative authorized to sign these Articles on behalf of the member is:

David E. Bowers, Esq.  
Rogers, Bowers, Dempsey and Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 18<sup>th</sup> day of August, 2000.

*David E. Bowers*

DAVID E. BOWERS, Authorized Representative

STATE OF FLORIDA     )  
                                  )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August 2000, by David E. Bowers, who is known personally to me.



*Christine G. Ruffini*  
Notary Public State of Florida

My Commission Expires:

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00 AUG 23 PM 1:33  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, Leighton McGinn Program Management, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of Riviera Beach, County of Palm Beach, State of Florida, has named as its agent to accept service of process within this state:

David E. Bowers, Esq.  
Rogers, Bowers, Dempsey and Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: August 18, 2000

  
\_\_\_\_\_  
DAVID E. BOWERS

ABR/Leighton - Program Management LLC Articles

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00 AUG 23 PM 1:33  
CLERK OF STATE  
TALLAHASSEE, FLORIDA