

000000010542

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

JRW Partners, L.L.C

700003376967--3

-08/30/00--01020--006

\*\*\*\*125.00 \*\*\*\*125.00

- FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS
- 00 AUG 31 PM 3:08
- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- ✓ L.C. File photo \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- ✓ Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
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00 AUG 30 AM 9:53

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① mailing address

000000021358

Requested by:

JR 8/30/00 8:45  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 30, 2000

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET, SUITE 1  
TALLAHASSEE, FL 32302

SUBJECT: JRW PARTNERS, L.L.C.  
Ref. Number: W00000021358

We have received your document for JRW PARTNERS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 000A00046403

*Corrected*

RECEIVED  
00 AUG 31 AM 11:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

JRW PARTNERS, L.L.C.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 31 PM 3:08

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608.

ARTICLE I - NAME

The name of this Limited Liability Company is JRW PARTNERS, L.L.C. ("Company").

ARTICLE II - DURATION

The existence of this Limited Liability Company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This Limited Liability Company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The address of the place of business of the Company is 1503 West Smith Street, Orlando, Florida 32854, and the name and address of the initial registered agent of the Company is James K. Wood 1503 West Smith Street, Orlando, Florida 32854. **This will also serve as the mailing address.**

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all Members of the Company.

## ARTICLE VII - ADMISSION OF MEMBERS

Additional Members may be admitted from time to time upon the unanimous written consent of all Members of the Company. The terms and conditions of such admissions shall be adopted by unanimous written consent of all the Members of the Company.

## ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a Member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the Member in the Company, the remaining Member may by unanimous written agreement, continue the business of the Company.

## ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by James R. Wood, who shall serve as the General Manager, Managing Director and Chief Executive Officer of the Corporation until and unless otherwise determined by the Members of the Company at any meeting of the Members or until its successor is elected and qualified to act in such capacity.

## ARTICLE X - REGULATIONS

The Members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

## ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this Limited Liability Company expires;
- b. By the unanimous written agreement of all Members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event under law that would terminate the Limited Liability Company, unless all of the remaining Members of this Limited Liability Company consent in writing to continue the Company.

## ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No Member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all other Members of the Company unless otherwise provided by separate agreement.

ARTICLE XIII - AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Managing Director executes these Articles of Organization effective as of August 24, 2000.

JRW PARTNERS, L.L.C.

By: James R. Wood  
James R. Wood, Managing Director

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 24th day of August, 2000, by James R. Wood, Managing Director of JRW Partners, L.L.C., who is personally known to me or who produced \_\_\_\_\_ as identification.



Maurice Shams  
MY COMMISSION # CC878513 EXPIRES  
October 10, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
Notary Public, State of Florida  
My Commission Expires:

CERTIFICATE OF REGISTERED AGENT  
AND REGISTERED OFFICE

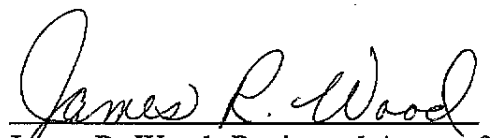
JRW PARTNERS, L.L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,  
THE UNDESIGNED 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 JRW PARTNERS, L.L.C.
2. The name and address of the registered agent and office is James R. Wood,  
1503 West Smith Street, Orlando, Florida 32854.

HAVING BEEN NAMED AS REGISTERED AGENT 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 SUCH  
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.

Date: August 24, 2000

  
James R. Wood, Registered Agent of  
JRW PARTNERS, L.L.C.