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LIMITED LIABILITY COMPANY

FRATES & SMITH, P.L.C.

L-10736

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 5, 2000

KALISH & WARD, P.A.

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ARTICLES OF ORGANIZATION

OF

FRATES & SMITH, P.L.C.

The undersigned authorized representative does hereby certify that the members so identified herein have associated themselves together for the purpose of forming a professional limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Company shall be:

FRATES & SMITH, P.L.C.

**ARTICLE II
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is:

101 East Kennedy Boulevard
Suite 1800
Tampa, Florida 33602.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608 and the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

Prepared and Filed by:

William Kalish, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., Ste. 4100
Tampa, FL 33602
Tel No.: (813) 222-8700
Fax No.: (813) 222-8701
Florida Bar No. 216712

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**ARTICLES OF ORGANIZATION
OF FRATES & SMITH, P.L.C.****PAGE 2****ARTICLE V
RENDITION OF PROFESSIONAL SERVICES**

The company shall render the professional services described in Article IV only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice law or provide the legal services requested. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

**ARTICLE VI
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of one or more managing members. The name and current address of the **Initial Managing Members** are set forth below, and such person shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

William S. Frates, II, P.A.
3418 Ocean Drive
Vero Beach, FL 32963

Smith & Fuller, P.A.
101 East Kennedy Boulevard
Suite 1800
Tampa, Florida 33602

**ARTICLE VII
RIGHT TO CONTINUE BUSINESS**

Upon 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 in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

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**ARTICLES OF ORGANIZATION
OF FRATES & SMITH, P.L.C.**

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**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. No person or entity shall be admitted as a member unless such person or all owners of such entity are attorneys licensed to practice law in the State of Florida. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE IX
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is c/o Kalish & Ward, P.A., 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent is William Kalish, Esquire. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

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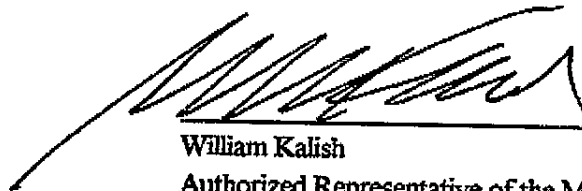
**ARTICLES OF ORGANIZATION
OF FRATES & SMITH, P.L.C.**

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**ARTICLE XI
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of FRATES & SMITH, P.L.C. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 1st day of September, 2000.



William Kalish
Authorized Representative of the Members

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**ARTICLES OF ORGANIZATION
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of FRATES & SMITH, P.L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 1st day of September, 2000.



WILLIAM KALISH, ESQUIRE

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