

LAW OFFICE
John D. Ellis, Jr., P.A.
11575

Attorney and Counselor-At-Law
P.O. Box 1161
Orlando, FL 32801

Office: (407) 246-0500 August 22, 2000 Fax: (407) 246-0409

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/12/00--01083--002
****125.00 ****125.00

Re: Articles of Incorporation for Edwards, Valdez & Ellis, L.L.C..

Dear Sir/Madam:

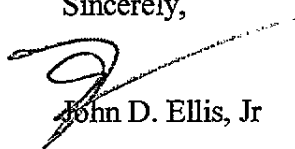
Please find enclosed the original and one copy of the Articles of Incorporation for Edwards, Valdez & Ellis L.L.C., and the filing fee in the amount of One Hundred Twenty-five and no cents (\$125.00).

Upon filing the enclosed Articles, please return the certified copy and certificate of status to this office at our mailing address:

P.O.Box 1161, Orlando, Florida 32801.

Thank you, in advance for your cooperation and assistance in this matter.

Sincerely,


John D. Ellis, Jr

JDE/lkt

cc: Edwards

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100-11575
JR



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 18, 2000

JOHN D. ELLIS, JR.
P.O. BOX 1161
ORLANDO, FL 32801

SUBJECT: EDWARDS, VALDEZ & ELLIS, L.L.C.
Ref. Number: W00000022737

We have received your document for EDWARDS, VALDEZ & ELLIS, 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 designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 300A00049081

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE
of
John D. Ellis, Jr., P. A.

Attorney and Counselor-At-Law
P.O. Box 1161
Orlando, FL 32801

Office: (407) 246-0500

Fax: (407) 246-0409

September 15, 2000

Ms. Tammi Cline
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Re : Edwards, Valdez & Ellis, L.L.C.
Ref. No.: W00000022737

Dear Ms. Cline:

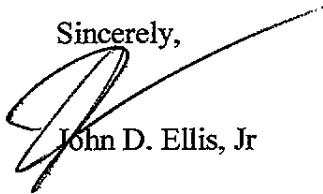
Please find enclosed the corrected changes/deletion and the designated registered office and agent documentation for filing.

Upon filing the enclosed Articles, please return the a copy and certificate of status to this office at our mailing address:

P.O.Box 1161, Orlando, Florida 32801.

Thank you, in advance for your cooperation and assistance in this matter.

Sincerely,



John D. Ellis, Jr

JDE/lkt

cc: Danny Phillips

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
EDWARDS, VALDEZ & ELLIS, L.L.C.**

ARTICLE I-NAME

The name of the Limited Liability Company is: Edwards, Valdez & Ellis, L.L.C.

ARTICLE II- Address

The mailing address and street address of the principal office of Edwards, Valdez & Ellis, L.L.C. is: mailing address: P.O. Box 617079 Orlando, Florida 32861-7079
physical address: 1003 S. Kirkman Rd., Suite 201, Orlando, Florida 32811

ARTICLE III-Duration

The period of duration for Edwards, Valdez & Ellis, L.L.C. shall be perpetual

ARTICLE IV- Management

Edwards, Valdez & Ellis, L.L.C. is to be managed by the members and the names and address (es) of the managing member(s) are:

- i. Monique M. Edwards
660 Symonds Ave.
Winter Park, Florida 32789
- ii. Veronica Valdez
7762 Debeaubien Drive
Orlando, Florida 32835


ARTICLE V.-Admission of Additional Members:

The right to admit additional members and the terms and conditions of the admissions shall be set forth in the Limited Liability Company Operating Agreement.


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TALLAHASSEE, FLORIDA

ARTICLE VI-Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business 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 in the Limited Liability Company shall be set in Limited Liability Company's Operating Agreement.



Monique M. Edwards



Veronica Valediez

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TALLAHASSEE, FLORIDA

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated therein are true).

STATE OF FLORIDA
ORANGE COUNTY

The foregoing instrument was acknowledged by me this 31 day of July 2000, by
Monique M. Edwards and Veronica Valdez who have produced as identification Florida
Drivers license (s) and who did/ did not take an oath. FL DL # V432860679250 (Veronica Valdez)
FL DL # E363553617937 (Monique Edwards)


Notary Public

My Commission Expires:

MARK A. ORTIZ
Notary Public - State of Florida
My Commission Expires Mar 27, 2001
Commission # CC633678

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

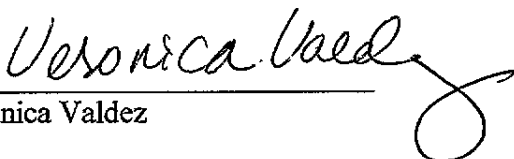
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Edwards, Valdez & Ellis, L.L.C.
2. The name and address of the registered agent and office is:

Veronica Valdez
1003 S. Kirkman Road, Suite 201
Orlando, Florida 32811

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00 SEP 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as the registered agent and to accept service of process for the
above stated corporation 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.



Veronica Valdez

9/21/00
(Date)