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STUTSMAN & THAMES  
PROFESSIONAL ASSOCIATION  
121 WEST FORSYTH STREET, SUITE 600  
JACKSONVILLE, FLORIDA 32202

BRUCE E. STUTSMAN  
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October 9, 2000

By Federal Express

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

900003420663-9  
-10/10/00-01083-003  
\*\*\*285.00 \*\*\*125.00

Re: Doug Sears & Associates, L.L.C.

Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Articles of Organization for Doug Sears & Associates, L.L.C. (with affidavit of membership contributions attached); and
2. A designation of Registered Agent and Registered Office for Doug Sears & Associates, L.L.C.

Our firm's check for \$285 to cover the filing fees is enclosed. We would appreciate your returning a filed stamped copy of the Articles of Organization to us following their filing.

Very truly yours,



Richard R. Thames

RRT/ab  
Enclosures  
32570

FILED  
00 OCT 10 AM 10:50  
TALLAHASSEE, FLORIDA

SL

ARTICLES OF ORGANIZATION  
OF  
DOUG SEARS & ASSOCIATES, L.L.C.

Article I

Name

The name of the Limited Liability Company is Doug Sears & Associates, L.L.C. (the "Company").

Article II

Address

The mailing address and street address of the principal office of the Company is 320 Corporate Way, Suite 100, Orange Park, Florida 32073.

Article III

Duration

The period of duration for the Company is perpetual.

Article IV

Management

The Company is to be managed by a Chief Manager and the name and address of the initial Chief Manager is:

John Douglas Sears  
2595 Ashford Court  
Orange Park, Florida 32073

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TALLAHASSEE, FLORIDA

## Article V

### Admission of Additional Members

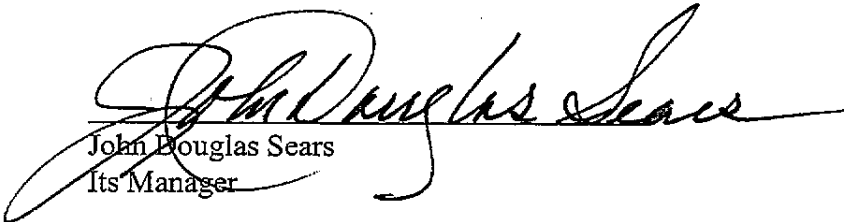
The right of the remaining partners to admit additional members and the terms and conditions of the admissions are as follows:

From the date of the formation of the Company, with the unanimous written consent of all the Members (which consent may be unanimously withheld, delayed or conditioned), any Person acceptable to the Members may, subject to the terms and conditions of this Operating Agreement: (i) become an Additional Member in this Company by the sale of new Interests for such consideration as the Members by their unanimous votes shall determine, or (ii) become a Substitute Member as a transferee of a Member's Interest or any portion thereof in the manner prescribed by Article XI of the Company's Operating Agreement.

## Article VI

### Members Rights to Continue Business

Provided there is at least one remaining member following the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member may by unanimous consent elect to continue the business of the Company.

  
John Douglas Sears  
Its Manager

FILED  
00 OCT 10 AM 10:50  
CLERK OF COURT  
TALLAHASSEE, FLORIDA


CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
FOR DOUG SEARS & ASSOCIATES, L.L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED 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 Doug Sears & Associates, L.L.C.

2. The name and address of the registered agent and office is:

Richard R. Thames, Esq.  
STUTSMAN & THAMES, P.A.  
121 W. Forsyth Street, Suite 600  
Jacksonville, Florida 32202

  
Richard R. Thames  
Incorporator

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent.

STUTSMAN & THAMES, P.A.

By   
Richard R. Thames

Florida Bar Number 0718459  
121 W. Forsyth Street, Suite 600  
Jacksonville, Florida 32202  
(904) 358-4000  
(904) 358-4001 (Facsimile)

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