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LAW OFFICES OF
STEPHEN D. SPIVEY, ESQUIRE
(A PROFESSIONAL ASSOCIATION)

230 NORTHEAST 25TH AVENUE
SUITE 200
OCALA, FLORIDA 34470
TELEPHONE (352) 622-8828
FAX (352) 622-5486
E-MAIL spivey6707@aol.com

October 9, 2000

VIA AIRBORNE EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

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*****122.50 *****78.75

Re: *Spivey & Rorex, PLC*

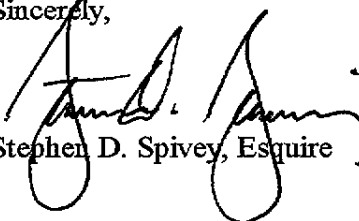
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation for Spivey & Rorex, PLC for filing.

Also enclosed is a check made payable to the State of Florida, Division of Corporations in the amount of \$122.50 which represents the filing fee.

Thank you in advance for your cooperation and assistance and should you have any questions, please do not hesitate to contact me.

Sincerely,


Stephen D. Spivey, Esquire

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DIVISION OF STATE
TALLAHASSEE FLORIDA

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SDS/jfc
Enclosures

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 12, 2000

STEPHEN D. SPIVEY, ESQ.
230 NE 25TH AVE., #200
OCALA, FL 34470

SUBJECT: SPIVEY & ROREX, PLC
Ref. Number: W00000024716

We have received your document for SPIVEY & ROREX, PLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 100A00053833

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

LAW OFFICES OF
STEPHEN D. SPIVEY, P.A.
(A PROFESSIONAL ASSOCIATION)

3610 SOUTHEAST FORT KING STREET
OCALA, FLORIDA 34470
TELEPHONE (352) 622-8828
FAX (352) 622-5486
E-MAIL spivey6707@aol.com

November 6, 2000

VIA AIRBORNE EXPRESS

Division of Corporations
Attention: Joey Bryan
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Spivey & Rorex, PLC*
Ref Number: W00000024716

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

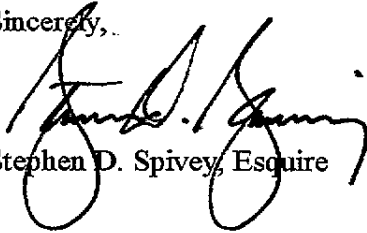
Dear Mr. Bryan:

Pursuant to your letter dated October 12, 2000, and our recent telephone conference, enclosed are a revised original and one copy of the Articles of Organization of a professional limited liability company and an original and one copy of the Operating Agreement with regard to the above-referenced matter. This matter was previously filed erroneously as a professional association.

You will also recall that you are holding the funds for the filing of same. I would appreciate you forwarding these documents and our filing fee to the proper department at your earliest convenience.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Stephen D. Spivey, Esquire

SDS/jfc
Enclosures

ARTICLES OF ORGANIZATION
OF
SPIVEY & ROREX, PLC
A PROFESSIONAL LIMITED LIABILITY CORPORATION

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Spivey & Rorex, PLC, and its principal office shall be located at 3610 SE Ft. King Street in the City of Ocala, County of Marion, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSE AND POWERS

The purpose of this limited liability company is to practice law. The sole and exclusive professional service to be rendered by the company is legal services consistent with the practice of law.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until his successor is elected and qualified is as follows: Stephen D. Spivey, Esquire, Stephen D. Spivey, P.A., 3610 SE Ft. King Street, Ocala, Florida 34470.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Membership shall be limited to persons licensed to practice law. Members shall have the right to admit new members by unanimous consent consistent with the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members pursuant to the terms of the Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members pursuant to the terms of the Operating Agreement.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Seventy-Five Hundred Dollars (\$7,500.00) cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to

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TALLAHASSEE FLORIDA

the members as determined by the members.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

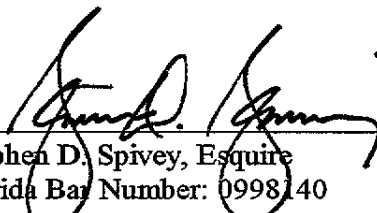
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3610 SE Ft. King Street, City of Ocala, County of Marion, State of Florida, and the name of the company's initial registered agent at that address is Stephen D. Spivey.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Spivey & Rorex, P. L. C.

Executed by the undersigned at Ocala, Marion County, Florida on this 6th day of November, 2000.


Stephen D. Spivey, Esquire
Florida Bar Number: 0998140


Barry W. Rorex, Esquire
Georgia Bar Number: 615160

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TALLAHASSEE FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
COUNTY OF MARION)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Spivey & Rorex, PLC.

The name of the registered agent for Spivey & Rorex, PLC is Stephen D. Spivey, and the street address of the company's principal office where the agent is located is 3610 SE Ft. King Street, Ocala, Florida 34470.

This statement is to acknowledge that, as indicated above, Spivey & Rorex, PLC has appointed me, Stephen D. Spivey, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 6th day of November, 2000.


Stephen D. Spivey

The foregoing instrument was acknowledged before me, this 6th day of November, 2000, by Stephen D. Spivey, agent on behalf of Spivey & Rorex, PLC, a limited liability company. He is personally known to me.

NOTARY PUBLIC:

