

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L000000015641

Callaway & Company
L.L.C.

_____	Art of Inc. File	00000003768--0
_____	LTD Partnership File	-12/18/00--01080--001
_____	Foreign Corp. File	****155.00 ****155.00
✓	L.C. File	
_____	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 FI Retrieval	

Signature _____

Requested by: LS

Name _____

Date 12/18/00

Time 10:26

Walk-In _____

Will Pick Up _____

APPROVED
AND
FILED
00 DEC 18 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA
DEC 18 2000

JB-18-00
12-18-00

ARTICLES OF ORGANIZATION

OF

CALLAWAY & COMPANY, L.L.C.

Under Section 621 F.S. of the Limited Liability Company Law of the State of Florida

The undersigned, being a natural person of at least eighteen years of age and acting as the organizer of the limited liability company (the "Company") by these articles being formed under Section 621 F.S. of the Limited Liability Company Law of the State of Florida (the "Act"), certifies that:

ARTICLE ONE

NAME OF COMPANY

The name of the limited liability company shall be **CALLAWAY & COMPANY, L.L.C.**

ARTICLE TWO

PURPOSE OF COMPANY

The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

ARTICLE THREE

PRINCIPAL OFFICE

The address of its principal office and the mailing address of the limited liability company shall be located at 13191 McGregor Blvd., Suite 3A, the City of Ft. Myers, County of Lee, State of Florida 33919, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE FOUR

DISSOLUTION

This limited liability company shall have perpetual duration starting on the date these Articles of Organization are filed by the Florida Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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00 DEC 18 PM 12:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

REGISTERED AGENT

The name and address of the registered agent for service of process on the Company in the State of Florida is **Gregory A. Callaway**, 13191 McGregor Blvd., Suite 3A, City of Ft. Myers, County of Lee, State of Florida 33919. Such registered agent is to be the agent of the Company upon whom process against it may be served.

ARTICLE SIX

MANAGEMENT

This limited liability Company is to be managed by one manger or more managers and is, therefore, a manager-managed company.

ARTICLE SEVEN

LIABILITY OF MANAGERS

A member acting in his, her or its capacity as a manger of the Company, shall not be personally liable to the Company or its members for damages for any breach of duty in such capacity as a manager, except for damages resulting from actions or omissions by such manager as to which there shall have been a judgment or other final adjudication that establishes that such acts or omissions were in bad faith, involved intentional misconduct or a knowing violation of law, or that such manager personally gained a financial profit or other advantage to which he, she or it was not legally entitled, or that with respect to a distribution the subject of Section 608.426 F.S. of the Act, such manager's acts were not performed in accordance with Section 608.426 F.S. of the Act. Neither the amendment nor the repeal of this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal of adoption of an inconsistent provision. This Article shall neither eliminate nor limit the liability of a manager for any act or omission occurring prior to the adoption of this Article.

ARTICLE EIGHT

CLASSES OF MEMBERS

The Company may, from time to time, establish classes, or series of classes, of members, with such relative rights, designations, qualifications, preferences and duties as may be adopted as set forth in the Company's operating agreement from time to time.

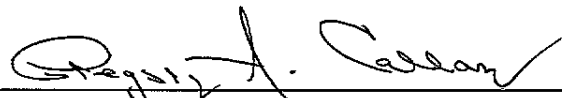
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TALLAHASSEE, FL.

ARTICLE NINE

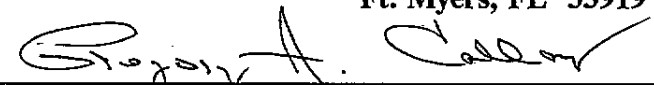
OPERATING AGREEMENT

These Articles of Organization shall be deemed to be the operating agreement of the Company, unless or until the members shall have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in an operating agreement.

IN WITNESS, these Articles of Organization have been subscribed by the undersigned, who affirms the foregoing as true under the penalties of perjury, this ____ day of December, 2000.



GREGORY A. CALLAWAY
c/o Callaway & Company
13191 McGregor Blvd., Suite 3A
Ft. Myers, FL 33919



Signature of a member or authorized representative of a member

(In accordance with Section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true.)

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00 DEC 18 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE

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

1. The name of the limited liability company is **CALLAWAY & COMPANY, L.L.C.**

The name of the registered agent and office is:

GREGORY A. CALLAWAY
c/o Callaway & Company
13191 McGregor Blvd., Suite 3A
Ft. Myers, FL 33919

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, 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.

Dated this ____ day of December, 2000.



GREGORY A. CALLAWAY

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