

PROFESSIONAL OFFICES OF
PARALAW, L.C.

JACOB A. COHEN
ADMINISTRATIVE AGENCY
REPRESENTATIVE*
WESLEY A. BAILEY, JR.
CERTIFIED PARALEGAL
CYNTHIA P. VINCENT
LEGAL ASSISTANT
F.A.I.P.

3 SOUTH G STREET
PENSACOLA, FLORIDA 32501

MAILING ADDRESS
P.O. Box 12661
PENSACOLA, FLORIDA 32574-2661

PARALEGAL MEMBER:
NATIONAL ORGANIZATION OF
SOCIAL SECURITY CLAIMANTS
REPRESENTATIVES
THE ACADEMY OF
FLORIDA TRIAL LAWYERS
ASSOCIATION OF
TRIAL LAWYERS OF AMERICA

November 28, 2000

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

600003480216--9
-11/28/00--01079--011
***\$155.00 ***\$155.00

Re: Wayne L. Williams
Tri State Tree Service, L.L.C.

Dear Sirs:

Enclosed please find originals of the following:

1. Articles of Organization;
2. Operating Agreement;
3. Membership Certificate No. 1;
4. Membership Record;
5. Initial Meeting of Members;
6. Certificate of Designation of Registered Agent/Registered Office;
7. Employer Identification Number; and
8. Certificate of Conversion

Please file same and provide Mr. Williams with a Certificate of Status which can be mailed directly to him at P.O. Box 36220, Pensacola, Florida 32516-6220 or to me at the above address. I have enclosed my trust check in the amount of \$155.00 representing payment of the filing fee and the Certificate of Status.

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

Very truly yours,

JAC
Jacob A. Cohen

JAC/cpv
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 7, 2000

JACOB A. COHEN
PARALAW LC
P.O. BOX 12661
PENSACOLA, FL 32574-2661

SUBJECT: TRI STATE TREE SERVICE, L.L.C.
Ref. Number: W00000028848

We have received your document for TRI STATE TREE SERVICE, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 000A00062002

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CERTIFICATE OF CONVERSION


Pursuant to section 608.409, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company.

FIRST: The name of the unincorporated business immediately prior to filing this document was: Tri State Tree Service, a sole proprietorship.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 1988 - 1994
B. Jurisdiction: Georgia
C. Jurisdiction immediately prior to conversion was Florida, 1994 to conversion date.

THIRD: The name of the limited liability company as set forth in the attached articles of organization is: Tri Sate Tree Service, L.L.C.

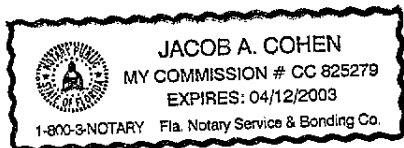

Wayne L. Williams, CMO

STATE OF FLORIDA)
) ss.
COUNTY OF ESCAMBIA)

SUBSCRIBED AND SWORN TO before me by Wayne L. Williams, who is personally known to me this 15 day of November, 2000.

Notary Public

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ARTICLES OF ORGANIZATION

OF

TRI STATE TREE SERVICE, L.L.C.

The undersigned organizer adopts the following Articles of Organization for the limited liability company named below pursuant to Chapter 608 of Florida Statutes Annotated.

ARTICLE I

Name

- 1.01. The name of the limited liability company shall be TRI STATE TREE SERVICE, L.L.C.

ARTICLE II

Principal Office

- 2.01. The location of the principal office of Tri State Tree Service, L.L.C. shall be 10540 Lillian Highway, Pensacola, Florida, 32583. The mailing address shall be P.O. Box 36220 Pensacola, FL 32516-6220

ARTICLE III

Purpose

- 3.01. The purpose of this limited liability company shall be to engage in any business authorized by the laws of the State of Florida in which a limited liability company may engage.

ARTICLE IV

Duration

- 4.01. The limited liability company shall exist perpetually.

ARTICLE V

Registered Agent

- 5.01. The name of the initial registered agent of the limited liability company at the above address is Wayne L. Williams.

ARTICLE VI

Additional Members

- 6.01. Additional members may be admitted to this limited liability company upon the unanimous consent of its managers. Additional member(s) will not have the right to participate in management.

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ARTICLE VII
Continuity of Business

7.01. Upon the unanimous consent of the remaining members, this limited liability company shall have the right to continue its 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 of this limited liability company.

ARTICLE VIII

Management

8.01. This limited liability company shall be managed by its managers. The managers of this limited liability company are:

8.02. Wayne L. Williams, 10540 Lillian Highway, Pensacola, Florida 32506

ARTICLE IX

Transferability of Interests

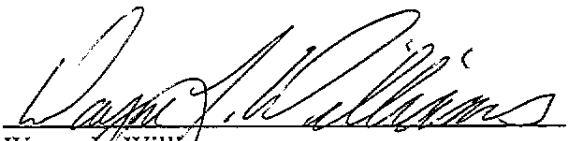
9.01. Members may transfer their right to share in profits, but members may not transfer their right to participate in management.

ARTICLE X

Amendments

10.01. These articles of organization may be amended from time to time as required by law.

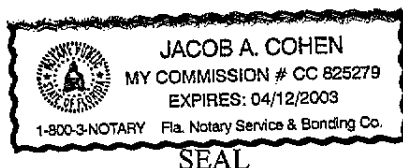
THE UNDERSIGNED members of TRI STATE TREE SERVICE, L.L.C. hereby adopt and approve the above and foregoing Articles of Organization.

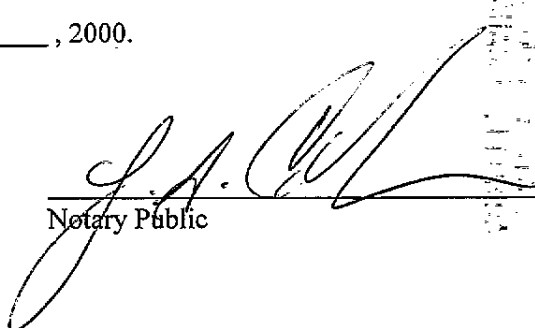


Wayne L. Williams

STATE OF FLORIDA)
) ss.
COUNTY OF ESCAMBIA)

SUBSCRIBED AND SWORN TO before me by Wayne L. Williams who is personally known to me this 15th day of November, 2000.





Notary Public

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: TRI STATE TREE SERVICE, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

Wayne L. Williams
10540 Lillian Highway
Pensacola, Florida 32506

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.



Wayne L. Williams

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