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GRAY, HARRIS & ROBINSON

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E-MAIL ADDRESS

KELLY B. PLANTE, ESQUIRE

January 18, 2001

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF ORGANIZATION** along with a check in the amount of **\$155.00** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF ORGANIZATION** for the following entity:

S & V, LLC

900003553379--4
-01/18/01--01016--028
****155.00 ****155.00

Upon receipt, please "date stamp" the copy of this letter provided, and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/ams
Enclosures
GHRCORP/GHR3.13
Buchanan/2451-1

WDI-Blake

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CLERMONT

LAKELAND

MELBOURNE

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TAMPA

RECEIVED
01 JAN 18 AM 10:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
01 JAN 18 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
WJ
1/23



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 18, 2001

GRAY, HARRIS & ROBINSON

SUBJECT: S & V, L.L.C.
Ref. Number: W01000001366

FILED
01 JAN 18 PM 3: 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for S & V, 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:

The registered agent must sign accepting the designation.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 301A00002862

GRAY, HARRIS & ROBINSON

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E-MAIL ADDRESS

KELLY B. PLANTE, ESQUIRE

January 23, 2001

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

FILED
01 JAN 18 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Attached please find the **ARTICLES OF ORGANIZATION**, along with Letter Number 301A00002862 (rejecting our filing) for the following entity:

S & V, LLC

WE WOULD LIKE TO HAVE JANUARY 18, 2001 AS THE FILING DATE AS IT THE DATE OF OUR ORIGINAL SUBMISSION OF THE ARTICLES. Upon receipt, please "date stamp" the copy of this letter provided, and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/ams
Enclosures
GHRCORP/GHR3.13a
Buchanan/2451-1



CLERMONT

MELBOURNE

ORLANDO

RECEIVED
01 JAN 23 PM 1:51
DIVISION OF CORPORATION
TAMPA

**ARTICLES OF ORGANIZATION
OF
S & V, L.L.C.**

The undersigned, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Act, Chapter 608 of the Florida Statutes (the "Act") hereby adopt the following Articles of Organization:

1. **Name.** The name of the limited liability company is S & V, L.L.C. (the "Company").
2. **Mailing Address and Street Address of the Principal Office.** The mailing address and street address of the principal office of the Company within the State of Florida shall be:

1052 West State Road 436, Suite 2072
Altamonte Springs, Florida 32714

3. **Name and Street Address of the Initial Registered Agent.** The name and street address of the initial registered agent of the Company shall be:

Frank Soley
1052 West State Road 436, Suite 2072
Altamonte Springs, Florida 32714

4. **Amendment and Conflict.** These Articles of Organization may be amended by the members in accordance with the terms of the Company's Operating Agreement. In the event of any conflict between these Articles of Organization and the Company's Operating Agreement, the provisions of the Company's Operating Agreement shall control.


5. **Withdrawal of a Member.** As provided in the Company's Operating Agreement, a Member (the "Withdrawing Member") may withdraw from the Company at any time in accordance with the terms of the Company's Operating Agreement. The Withdrawing Member shall not be entitled to receive the "fair value" (within the meaning of Section 608.427 of the Act) of the Withdrawing Member's Interest in the Company, as of the effective date of withdrawal, based on the Withdrawing Member's right to share in distributions of the Company. Instead, the Withdrawing Member shall be entitled to receive the amounts set forth in the Company's Operating Agreement.

6. **Management.** The Company is to be managed by one or more managers, and is, therefore, a manager-managed company.


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization this 10 day of January, 2001.

Signed, sealed and delivered
in the presence of:



Lisa Dalton



Yumiko Danielle Wilson

MEMBERS:


Frank Soley


Robert Velasquez

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Organization of S&V,
L.L.C., I hereby accept and agree to act in this capacity.

Dated: January 10, 2001.


Frank Soley

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SECRETARY OF STATE
TALLAHASSEE FLORIDA