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LAW OFFICES

HARRIS, BARRETT, MANN & DEW

A FLORIDA LIMITED LIABILITY PARTNERSHIP

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Post Office Drawer 1441  
St. Petersburg, Florida 33731-1441

February 2, 2001

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

100003633371--3  
-02/05/01--01107--006  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Wahuffo, L.L.C.

To whom it may concern:

Enclosed please find a firm check in the amount of \$125.00, representing the Filing Fee for Articles of Organization and Designation of Registered Agent of Wahuffo, L.L.C.. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please do not hesitate to contact me.

Very Truly Yours,

HARRIS, BARRETT, MANN & DEW, L.L.P.

James S. Renaldo

JSR/ljd  
Enclosures

FILED  
01 FEB -5 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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OK  
2/4/01

**ARTICLES OF ORGANIZATION  
OF WAHUFFO, L.L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I - NAME OF COMPANY**

The name of the limited liability company is Wahuffo, L.L.C.

**ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is as follows: 7530 West Waters Avenue, Suite F, Tampa, Florida 33615.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and address of the Company's initial registered agent in the State of Florida is as follows: James S. Renaldo, Esq., c/o Harris, Barrett, Mann & Dew, Suite 1500, SouthTrust Bank Building, 150 Second Avenue North, P.O. Drawer 1441, St. Petersburg, Florida 33731-1441.

**ARTICLE IV - MANAGEMENT**

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing members are as follows:

NAME	ADDRESS
Amy Hudd	2460 40 <sup>th</sup> Street North, St. Petersburg, Florida 33713

**ARTICLE V - COMPANY EXISTENCE**

The Company's existence shall begin effective as of February 9, 2001.

**ARTICLE VI - REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of all of the remaining members entitled to vote.

**ARTICLE VII - TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE VIII - DISSOLUTION AND RIGHT TO CONTINUE BUSINESS


The Company shall be dissolved upon the first to occur of the following:

- (a) The unanimous written consent of all the Company's members;
- (b) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event, all of the remaining members agree in writing to continue the business of the Company.

### ARTICLE IX - PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 1st DAY OF FEBRUARY, 2001.

  
James S. Renaldo  
Authorized Representative for the Managing Member


FILED  
01 FEB -5 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Wahuffo, L.L.C.
2. The name and street address of the registered agent and office is: James S. Renaldo, c/o Harris, Barrett, Mann & Dew, L.L.P., 150 Second Avenue North, Suite 1500, St. Petersburg, Florida 33731.

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.

  
James S. Renaldo

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01 FEB -5 PM 5:00  
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OF FLORIDA