

W01000003009

Law Offices

GARGANO & MARCHEWKA, L.L.P.

2075 West First Street, Suite 203
Fort Myers, Florida 33901
941-337-2280 ext. 3
FAX 941-337-7705

Anthony J. Gargano

Please reply to:
P.O. Box 2527
Fort Myers, Florida 33902-2527
AJGLAW@aol.com

MJH

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00789-02827-00676-02870-00671

February 6, 2001

W01-3314

Florida Department of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

600003673136--6
-02/09/01--01107--001
****133.75 ****07.50
\$133.75

**RE: Articles of Incorporation for
Wallace/Sterling, LLC**

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Organization of Wallace/Sterling, LLC I have also enclosed a check made payable to the Florida Department of State in payment of your required fees as follows:

Filing Fee:	100.00
Registered Agent Filing Fee:	25.00
Certified Copy Fee:	8.75

TOTAL: \$133.75

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-02/27/01--01002--015
****21.25 ****2.25

\$ 21.25

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.

Anthony J. Gargano
Anthony J. Gargano *RS*

AJG:rds
enclosures
cc: client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 27 PM 1:21



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 12, 2001

ANTHONY J. GARGANO
GARGANO & MARCHEWKA, L.L.P.
P.O. BOX 2527
FORT MYERS, FL 33902-2527

SUBJECT: WALLACE/STERLING, LLC
Ref. Number: W01000003314

We have received your document for WALLACE/STERLING, LLC and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 101A00008696

ARTICLES OF ORGANIZATION

OF

WALLACE/STERLING, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act (Florida Statutes, Chapter 608).

Article 1. Name

The name of this limited liability company is WALLACE/STERLING, LLC (the "Company").

Article 2. Duration

The Company shall exist perpetually from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

Article 3. Address

The Company's mailing address and the street address of the Company's principal office is 5610 Division Drive, Fort Myers, FL 33905.

Article 4. Registered Agent and Office

The name of the Company's initial registered agent is Kenneth A. Wallace. The street address of the Company's initial registered agent is 5610 Division Drive, Fort Myers, FL 33905.

Article 5. Additional Members

Additional members may be admitted to the Company, but only if all of the current members agree to the admission of the additional member and to the terms of the additional member's admission.

Article 6. Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member of a membership in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

Article 7. Management of the Company

The Company shall be managed by one manager and is therefore a manager-managed company. The management of the Company is reserved to Kenneth A. Wallace, the managing member.

Article 8. Regulations

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9. Date of Existence of the Company

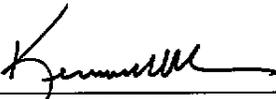
The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

Article 10. Indemnification

The Company shall indemnify each member, the managing member, and the registered agent including former members, managing members, and registered agents to the full extent permitted by law.

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 stated herein are true.

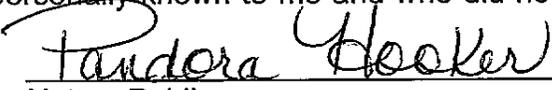
The undersigned executed these Articles of Organization effective as of the 31 day of January, 2001.



Kenneth A. Wallace, Managing Member

STATE OF FLORIDA)
)§§
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 31 day of January, 2001 by Kenneth A. Wallace, who is personally known to me and who did not take an oath.



Notary Public

Pandora Hooker

Printed or Typed Name

My commissions expires:



CERTIFICATE OF REGISTERED AGENT

1. The name of the limited liability company is **WALLACE/STERLING, LLC.**
2. The name of the registered agent is **Kenneth A. Wallace.**
3. The address of the registered agent and office is **5610 Division Drive, Fort Myers, FL 33905.**

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 as provided for in Chapter 608, Florida Statutes.



Kenneth A. Wallace, Registered Agent
January 31, 2001