

2625 Park Tower 400 North Tampa Street Tampa, Florida 33602 6236

Phone: (813) 225-1918 Fax: (813) 225-2531 www.whh-law.com

April 16, 2001

VIA FEDERAL EXPRESS

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: Counsel Square, LLC

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for Counsel Square, LLC. Also enclosed is our firm's check in the amount of \$125.00 for the filing fee.

Should you have any questions, please contact our office. Thank you for your attention to this matter.

Very truly yours,

Theodore J. Hamilton

TJH/atr

Enclosures

cc: Mr. Armando Cignarale

Counsel Square/1765.0104.1

LOI-6234

ARTICLES OF ORGANIZATION OF COUNSEL SQUARE, L.L.C.

- 1. Name. The name of this limited liability company is Counsel Square, L.L.C. (the "Company").
- 2. <u>Duration</u>. The Company shall exist in perpetuity from the date of filing of these Articles of Organization with the Department of State until one of the events specified in Florida Statutes section 608.441 occurs, unless continued by the unanimous consent of all of the remaining members.
- 3. <u>Purpose</u>. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
- 4. Registered Agent and Office. The name of the initial registered agent of the Company is Theodore J. Hamilton. The street address of the initial registered agent of the Company is 2625 Park Tower, 400 N. Tampa Stréet, Tampa, Florida 33602.

<u>Relocation</u> – The members may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Company.

5. <u>Name and Address of Organizer</u>. Designation – the name and street address of the organizer are as follows:

Name	Address	-7-2-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100 -7-100	\supseteq	
Armando J. Cignarale authorized representative of Counsel Square, L.L.C.	2401 York Road Timonium, MD 21093-2220		MPR 17 PM	FILED
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- 6. Place of Business. The mailing address and the street address of the company's principal office is 2401 York Road, Timonium, MD 21093-2220.
- 7. <u>Additional Members</u>. Additional members to the Company may be admitted, but only upon the consent of current members holding a majority interest in the Company and upon the terms and conditions dictated by the current members.
- 8. Regulations. In the event of withdrawal, retirement, death, bankruptcy, expulsion of a member or the occurrence of any other event which terminates continued membership of a member, this Limited Liability Company shall terminate unless the business of the Limited Liability Company is continued by the consent of a majority of the remaining members holding a majority interest in the Limited Liability Company. 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.

9. <u>Management of the Company</u>. The Company shall be managed by a manager or managers, and the name and address of such manager which is to serve as manager until the first annual meeting of members or until its successors are elected and qualify is:

Armando J. Cignarale

2401 York Road Timonium, MD 21093-2220

- 10. <u>Date of Existence of the Company</u>. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.
- 11. Transfer of Interest. No Member Firm shall have the right to transfer any interest in the Company without the unanimous written agreement of all voting members. If the nontransferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.
- 12. <u>Certified Interests</u>. The members' interest in the Company shall be evidenced by certificates.
- 13. <u>Amendments</u>. These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority of the voting units, and the amendments shall be filed, duly signed by all members of the Limited Liability Company, with the Florida Department of State. All members of the Limited Liability Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

The undersigned executed these Articles of Organization effective as of the lay of April, 2001.

Theodore J. Hamilton, Organizer/Keg

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day of April, 2001, by Theodore J. Hamilton, who is personally known to me and who did take an oath.

Notary Public

State of Florida at Large

My Commission Expires:

Carol E. Ford
MY COMMISSION # CC985787 EXPIRES
January 24, 2005
BONDED THRU TROY FAIN INSURANCE, INC.