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AL

BARBARA ROWE

LIMITED LIABILITY COMPANY

First Financial Resources, L.C.

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No.6207 P. 2

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June 29, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: First Financial Resources, LLP/First Financial Resources, LC

Ladies and Gentlemen:

In connection with our filing on behalf of our captioned clients' Articles of Organization for a new limited liability company, you will note from a review of your records that a registered limited liability partnership bearing the same name was activated through filing of a Partnership Registration Statement and Statement of Qualification on January 4, 2001. The two partners of that partnership, Harvey and Adam Altholtz, have decided to operate the business activities heretofore being conducted as a partnership in the form of a limited liability company and to terminate the active status of the partnership. If you require more formal recognition of this intention, please advise.

Yours truly,


Jeremy P. Ross

JPR/bar
Enclosure
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FIRST FINANCIAL

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**ARTICLES OF ORGANIZATION
OF
FIRST FINANCIAL RESOURCES, L.C.**

The undersigned, acting as a member of the captioned limited liability company under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), hereby files the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company is First Financial Resources, L.C. (the "Company").

ARTICLE II

Period of Duration

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Operating Agreement.

ARTICLE III

Address of Principal Office

The Company's mailing address and the street address of its principal office shall be 1800 Second Street, Suite 758, Sarasota, Florida 34236.

ARTICLE IV

Name and Street Address of Initial Registered Agent

The Company's initial registered agent shall be Jeremy P. Ross, whose address is 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE V

Additional Members

Additional members may be admitted to the Company only in the manner set forth in the Company's Operating Agreement.

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ARTICLE VI
Management of the Company

The Company shall be managed by its members.

ARTICLE VII
Continuation of the Company

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 in the Company (an "Event") shall not cause the Company to be dissolved; provided that if, following the occurrence of such Event, no member shall remain, then dissolution shall be deemed to occur upon the date of the Event unless, within the succeeding six month period, any personal or other legal representative of such last member agrees in writing that (a) the Company shall be continued without dissolution, and (b) such representative or any nominee or designee thereof shall be admitted to the Company as a member thereof, effective as of the occurrence of the Event. Under that latter circumstance, the Company shall continue in effect and shall not be deemed dissolved.

ARTICLE VIII
Operating Agreement

The power to adopt, alter, amend or repeal an Operating Agreement, whose purpose shall be to regulate the Company's affairs, the conduct of its business activities, and to govern the relations between or among multiple members shall be vested in the Company's members.

ARTICLE IX
Indemnification

The Company shall have the power, but not the absolute obligation, to indemnify any member, manager, agent or other person having a relationship with the Company, or his, her or its personal representatives, devisees, heirs, successors or assigns, in the manner and to the extent contemplated by §608.4229, Florida Statutes, or any successor thereto.

In witness whereof, the undersigned member has executed these Articles of Organization on June 29, 2001.

FIRST FINANCIAL RESOURCES, L.C.

By: 
Harvey Altholtz, a Member

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FIRST FINANCIAL

No. 6207 P. 5.04

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, Florida Statutes, First Financial Resources, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Jeremy P. Ross as its Registered Agent for the purpose of accepting service of process within such State, and designates the business address of its Registered Agent, 220 South Franklin Street, Tampa, Florida 33606, as its Registered Office.

First Financial Resources, L.C.

By: 

Harvey Althoff, a Member

ACKNOWLEDGMENT

The undersigned hereby accepts his appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and 608.415, Florida Statutes. The undersigned is familiar with and accepts the obligations of such position.


Jeremy P. Ross

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