

FRANK FERNANDEZ  
ATTORNEY AT LAW  
**L01000011774**

July 2, 2001

VIA USPS MAIL

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

*FF 7/25*  
*7/18 - cannot say Article XIV*  
*corporation*

*00789-02824-00524-00671*

**RE: Limited Liability Company Articles of Organization and  
Resident Agent Filing**

*W01-15853*

200004462772--5  
-07/06/01--01094--001  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sir or Madam:

Please find enclosed the above-mentioned documents and my firm's check in the amount of one hundred twenty five dollars (\$125.00). Thank you for your assistance.

Sincerely,

*F. Fernandez*

Frank Fernandez  
Attorney At Law

**FILED**

FF/dwf

FILED  
01 JUL 18 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 11, 2001

FRANK FERNANDEZ  
320 NORTH MAGNOLIA AVENUE  
ORLANDO, FL 32801

SUBJECT: LTD DEVELOPMENT, LLC  
Ref. Number: W01000015853

We have received your document for LTD DEVELOPMENT, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on July 6, 2001. Please amend your document accordingly.

Also, in ARTICLE XIV on page 4, you refer to the company as a Corporation, however, it is a Limited Liability Company. Please correct the wording.,

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 001A00040805

**ARTICLES OF ORGANIZATION**  
**OF**  
**LTD DEVELOPMENT, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I. NAME**

The name of the limited liability company shall be LTD Development, LLC.

**ARTICLE II. TERM OF EXISTENCE**

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III. BUSINESS ADDRESS**

The mailing address and street address of the limited liability company is 900 Fox Valley Drive, Suite 200, Longwood, Florida 32779.

**ARTICLE IV. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this limited liability company is as follows: MARK D. LESLIE, 900 Fox Valley Drive, Suite 200, Longwood, Florida 32779.

**ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the company, upon the written application of such new Member, in the manner set forth in the Bylaws of this company.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 JUL 18 PM 1:40

FILED

**ARTICLE VI. RIGHT TO CONTINUE BUSINESS**

The remaining members may continue the business on 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.

**ARTICLE VII. MANAGEMENT OF COMPANY**

Management of the company is reserved to the Members. The names and addresses of the Managerial Members are:

<b>Name</b>	<b>Address</b>	<b>Ownership</b>
MARK D. LESLIE	900 Fox Valley Drive, Suite 200 Longwood, Florida 32779	25% with Ruth I. White, Joint Tenants with Rights of Survivorship
RUTH I. WHITE	900 Fox Valley Drive, Suite 200 Longwood, Florida 32779	25% with Mark D. Leslie, Joint Tenants with Rights of Survivorship
GEORGE O. TOWNSEND	2805 Rix Street Commerce, Texas 75429	50%

**ARTICLE VIII. AMENDMENT OF ARTICLES OF ORGANIZATION**

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

**ARTICLE IX. REGULATIONS OF COMPANY**

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

**ARTICLE X. INFORMAL ACTION OF MEMBERS**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the company as part of its records).

**ARTICLE XI. CONTRACTING DEBT**

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this company, unless otherwise provided therein.

**ARTICLE XII. TRANSFERABILITY OF MEMBER'S INTEREST**

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. 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 that Member otherwise would be entitled.

**ARTICLE XIII. WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL**

A. A Member shall not receive out of the company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them.

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,


(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.


**ARTICLE XIV. EFFECTIVE DATE OF Limited Liability Company**

This limited liability company shall be effective on JULY 25, 2001.

**IN WITNESS WHEREOF**, the undersigned accepts the designation of registered agent for the limited liability company on this 25 day of JUNE, 2001.

  
MARK D. LESLIE

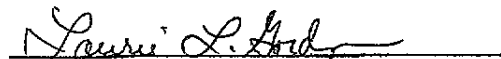
**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these Articles of Organization on this 25 day of JUNE, 2001.

  
MARK D. LESLIE  
  
RUTH I. WHITE

STATE OF FLORIDA  
COUNTY OF Orange

Before me, the undersigned authority, personally appeared MARK D. LESLIE and RUTH I. WHITE, who is well known to be the person(s) described in and who subscribed the above Articles of Organization, and who freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposed herein mentioned and set forth.

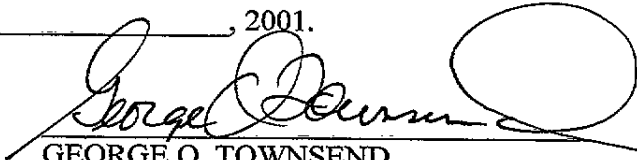
**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Orlando, in said County and State, this 25<sup>th</sup> day of June, 2001.

  
Notary Public  
My Commission Expires:



Laurie L. Gordon  
Commission # CC965422  
Expires Oct. 16, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

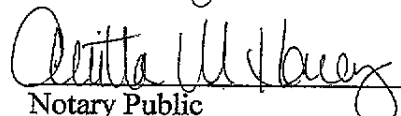
**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these Articles of Organization on this 25 day of June, 2001.

  
\_\_\_\_\_  
GEORGE O. TOWNSEND

<sup>OHIO</sup>  
STATE OF ~~TEXAS~~  
COUNTY OF Montgomery

Before me, the undersigned authority, personally appeared GEORGE O. TOWNSEND, who is well known to be the person(s) described in and who subscribed the above Articles of Organization, and who freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposed herein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at \_\_\_\_\_, in said County and State, this 25 day of June, 2001.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 31 May 2004