

*Louis C. Anderson, LLC*  
ATTORNEYS AT LAW

LO1000013571

9 August 2001

8/13

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

Re: PHI, LLC

MJH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-named limited liability company. In addition, a check in the sum of \$155.00 is enclosed which represents the following fees: (607.0122)

Filing fee for Articles of Organization	\$100.00
Designation of Registered Agent	25.00
Certified copy of Articles of Organization	30.00
TOTAL	\$155.00

Please file the original of the enclosed Articles of Organization and Certificate of Registered Agent and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated. Thank you.

Sincerely,



LOUIS C. ANDERSON  
Attorney at Law

000004530940--8  
-08/13/01-01111-013  
\*\*\*155.00 \*\*\*155.00

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# Articles of Organization of PHI, LLC

Pursuant to the Florida Limited Liability Company Act, the undersigned, acting as organizer of a limited liability company (the "Company"), hereby adopts the following Articles of Organization for such Company:

## Article I Name

The name of the limited liability company is **PHI, LLC**.

## Article II Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

## Article III Registered Agent And Office

The address of the initial Registered Office of the Company is 3191 NW 18 Avenue, Oakland Park, FL 33309, and the name of its initial Registered Agent at such address is Joseph F. Masterson.

## Article IV Principal Office

The mailing address and street address of the principal office of the Company is 3191 NW 18 Avenue, Oakland Park, FL 33309.

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**Article V**  
**Organizer**

The name and address of the organizer is:

Joseph F. Masterson  
3191 NW 18 Avenue  
Oakland Park, FL 33309

The organizer is a natural person over the age of twenty-one years.

**Article VI**  
**Purpose And Power**

The Company shall be formed for the purpose of performing advertising and public relations services, and for any other lawful purposes, and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VII**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until his or her successor is elected and qualified, is:

Office

Name and Address

Member-Manager

Joseph F. Masterson  
3191 NW 18 Avenue  
Oakland Park, FL 33309

**Article VIII**  
**Title and Appointment of Officers**

The officers may be designated as "Member Manager", "Managing Director", "Managing Principal", of the Company, or using corporate terminology such as "President", "Vice President", "Secretary", "Treasurer", and any other officers and assistant officers that the members may from time to time appoint. Any two offices, including president and secretary, may be held by the same person. All officers shall be elected by and hold office at the pleasure of the members, which shall fix the compensation and tenure of all officers.

**Article IX**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

**Article X**  
**Amendment Of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

**Article XI**  
**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 a majority in interest of the Members who would be entitled to vote upon such action at a meeting (and filed with the Member-Managers of the Company as part of its records).

Signature of member or authorized representative of member.

Dated: August 9, 2001.

PHI, LLC

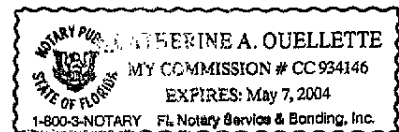
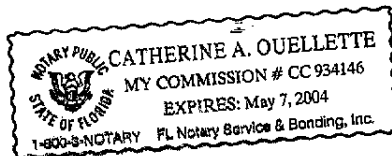
By: Joseph F. Masterson  
Joseph F. Masterson, Member-Manager

State of Florida  
County of Broward

The foregoing instrument was acknowledged before me this August 9, 2001, by JOSEPH F. MASTERSON, who is personally known to me.

(Seal, if any)

Catherine A. Ouellette  
Notary Public in and for said State  
My commission expires on \_\_\_\_\_.



Creedy/MILLER EDWARD GROUP/LLC/Avoids form from LC in OFI program under old delc.  
Imported clauses from Mustang LC form admin/benefit/comp form 15.25 FL Bar Small business practice

## 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 TO DESIGNATE A REGISTERED OFFICE AND  
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PHI, LLC
2. The name and the Florida street address of the registered agent are:

NAME

JOSEPH F, MASTERSON

Florida street address (P. O. Box NOT ACCEPTABLE)

3191 NW 18 AVENUE  
OAKLAND PARK, FL 33309

*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.*

  
JOSEPH F. MASTERSON

form from secy of state web page C:\secy\Masterston\forPHIL\Registeredagentcert.wpd

**Filing Fee: \$25 for Designation of Registered Agent**