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**LO1000016743**

September 21, 2001

00789-01122-00611-00671

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Filing of Huntington Investment Partners, LLC

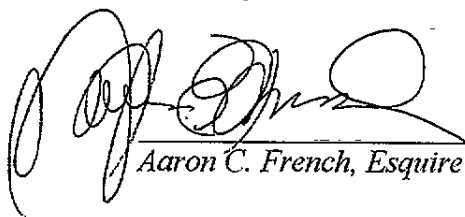
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Dear Sir/Madam:

Enclosed please find the original Articles of Organization of Huntington Investment Partners, LLC. Also enclosed please find a check in the amount of \$160.00 for the filing fee. Please return a certified copy of the Articles to my attention at the above address.

Thank you for your attention to this matter. If you have any questions, call me.

Sincerely,

  
Aaron C. French, Esquire

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION OF HUNTINGTON INVESTMENT PARTNERS, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

### ARTICLE I NAME

The name of the limited liability company shall be **HUNTINGTON INVESTMENT PARTNERS, L.L.C.**, and its principal place of business shall be in the City of Clearwater, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

### ARTICLE II PURPOSE AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

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TALLAHASSEE, FLORIDA

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render and other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, or do.

### ARTICLE III CAPITAL CONTRIBUTION

Capital contributions in the amount of Twenty thousand Dollars (\$ 20000) cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares. FS § 608.407(2).

Huntington Investment Partners, L.L.C.

Articles of Organization; Initials: AP, [Signature]

#### ARTICLE IV PROFITS AND LOSSES

- (a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

*Antonio Paredes* 50%

*Anthony Marottoli* 50%

The distributive share of the profits shall be determined and paid, such as: each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being September \_\_\_\_, 2001.

- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares as set forth in paragraph (a).

#### ARTICLE V LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1711 Hampton Lane, in the City of Palm Harbor, State of Florida 34683. The principal office mailing address is the same.

Huntington Investment Partners, L.L.C.

Articles of Organization; Initials: AP

## ARTICLE VII DURATION

This limited liability company shall exist until dissolved, but not to exceed 30 years from the date of filing with the Department of State as provided by law, or as provided in the regulations adopted by the members. FS § 608.407(1)(b).

## ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by Antonio Paredes and Anthony Marottoli. The name and address of the person who shall serve as such until the first annual meeting of the members or until a successor is elected and qualify is the same, Antonio Paredes, address is 1711 Hampton Lane, Palm Harbor, Florida 34683. Management of this limited liability company is reserved to its members.

## ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2454 McMullen Booth Road, City of Clearwater, County of Pinellas, State of Florida 33759, and the name of its registered agent at such address is Anthony Marottoli.

## ARTICLE X RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admissions to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

Huntington Investment Partners, L.L.C.

Articles of Organization; Initials: AP

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **HUNTINGTON INVESTMENT PARTNERS, L.L.C.**

Executed by the undersigned at McGuire Law Offices, 1173 N.E. Cleveland Street, Clearwater, Florida 33755.

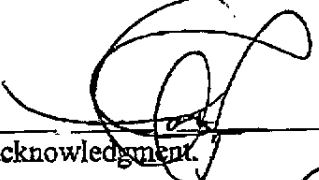
**IN WITNESS WHEREOF**, the parties hereto have executed these Articles of Organization of Huntington Investment Partners, L.L.C., effective as members:

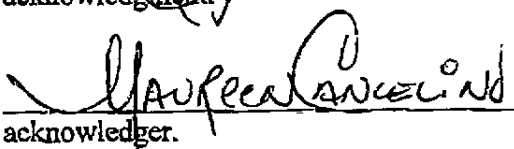
  
Anthony R. Marotoli, Member

  
Antonio Paredes, Member

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledge before me this 28 day of Sept, 2001, by Anthony R. Marotoli, who is personally known to me or who has produced his driver's license as identification.

  
Signature of person taking the acknowledgment.

  
Printed or Stamped name of acknowledger.

My commission expires:



Huntington Investment Partners, L.L.C.

Articles of Organization; Initials: HP

**Notice of Acceptance of Registered Agent for Huntington Investment Partners L.L.C.**

Anthony R. Marottoli acknowledges and accepts that he is the initial registered agent for Huntington Investment Partners, L.L.C., address is 2454 Mc Mullen Booth Road, City of Clearwater, County of Pinellas, State of Florida 33759

*Anthony R. Marottoli, Registered Agent*

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledge before me this 29 day of Sept., 2001, by Anthony R. Marottoli, who is personally known to me or who has produced his driver's license as identification.

*[Signature]*  
acknowledgment.

Signature of person taking the

Maureen Cancelino  
acknowledger.

Printed or Stamped name of

My commission expires:



Huntington Investment Partners, L.L.C.

Articles of Organization; Initials [Signature] [Signature]