

LO1 0000 19078

KEITH L. WILLIAMS

ATTORNEY AT LAW

22102 GLENMOOR DRIVE

WEST PALM BEACH, FLORIDA 33409

Telephone: (561) 684-3199/Facsimile: (561) 355-4234

October 26, 2001

VIA PRIORITY MAIL

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

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-11/01/01--01024--011
****160.00 ****160.00

RE: Filing of Application for THE COTTONDALE GROUP, L.L.C.

Dear Sir or Madam:

Enclosed for filing with the Florida Secretary of State are the following:


1. Articles of Organization for THE COTTONDALE GROUP, L.L.C.;
2. Affidavit of Membership and Contribution;
3. Certificate of Designation of Registered Agent/Registered Office;
4. A check in the amount of \$160.00 to cover the new Florida LLC filing fee, registered agent fee, certified copy of record, and certificate of status.

FILED
01 NOV - 1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Once the filing has been completed, please return the filed Articles to my office in the self-addressed, stamped envelope.

Please contact me with any questions. Thank you for your consideration and cooperation.

Sincerely,


Keith L. Williams, Esq.

Enclosures
cc: Robert "Rip" Russ

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GR

**ARTICLES OF ORGANIZATION
OF
THE COTTONDALE GROUP, L.L.C.
a Florida Limited Liability Company**

The undersigned, ROBERT RUSS, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby make, acknowledge, and file the following Articles of Organization.

**Article I
COMPANY NAME**

The name of the limited liability company (hereinafter "Company") shall be THE COTTONDALE GROUP, L.L.C.

**Article II
PRINCIPAL PLACE OF BUSINESS**

The initial mailing address and street address of the principal office of the Company shall be 2503 E.27th Avenue, Tampa, FL 33617.

**Article III
REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Keith L. Williams, Esquire, 22102 Glenmoor Drive, West Palm Beach, Florida 33409.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Article IV
DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of a Member in the Company, the remaining members shall have the right to unanimously agree to continue the business of the Company provided there is at least ONE (1) remaining Member.

Article V
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash, property, or services rendered as set forth in Exhibit A.

Article VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Members may make additional capital contributions to the company as set forth in the regulations of the Company.

Article VII
ADOPTION OF REGULATIONS

The initial Regulations of the Company shall be adopted by the Company's initial Members. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

Article VIII
MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the managing member of the Company is : Robert Russ, P.O. Box 553, Cottondale, Florida 32431.

Article IX
ADMISSION OF NEW MEMBERS

Additional members may be admitted to the Company as set forth in the regulations of the Company. A Member may transfer his or her interest in the Company but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless the transfer is in accordance with the regulations of the Company.

Article X
TERMINATION OF EXISTENCE

The Members of the Company shall have the right, as set forth in the regulations of the Company, to continue the business upon the death, retirement, resignation, expulsion,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

IN WITNESS WHEREOF, the undersigned organizer, being a Member of the Company has executed these Articles of Organization effective as of the 23 day of October, 2001, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

THE COTTONDALE GROUP, LLC.
A Florida limited liability company,

By: Robert Russ
Robert Russ, DL 26799143
CEO

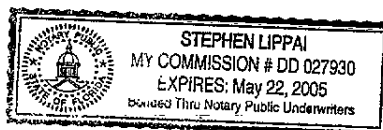
St of the
Co of Jackson
SWORN TO AND SUBSCRIBED
BEFORE ME THIS 23 DAY
Oct 2001

Robert Russ
DALE RABON GUTHRIE
CLERK OF CIRCUIT COURT
JACKSON COUNTY
Dale Rabon Guthrie
Clerk Circuit Court
DALE RABON GUTHRIE, Clerk Circuit Court
Jackson County, Florida

ACCEPTANCE BY REGISTERED AGENT Dorothy V Spruce D.C.
Dorothy V Spruce DC
1-5-05

I, KEITH L. WILLIAMS, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated hereinabove, 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, am familiar with and accept the designations of my position as registered agent.

KLW
KEITH L. WILLIAMS, ESQ.
Registered Agent



STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 29th day of October, 2001, by Keith L. Williams, who is personally known to me or who presented sufficient identification.

FL DL W 452-512-15-264-0, Notary Public

Commission Number 01 027930

Commission Expires May 22, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the Limited Liability Company is:

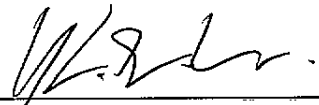
THE COTTONDALE GROUP, L.L.C.

The name and address of the registered agent and office is:

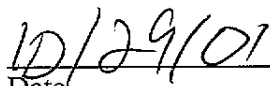
Keith L. Williams, Esquire
22102 Glenmoor Drive
West Palm Beach, Florida 33409

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, am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT:



Keith L. Williams, Esquire



Date

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01 NOV -1 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA