L01000019261

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 333981 6469C

AUTHORIZATION : Patricia Pizzuto 11/6

COST LIMIT : $ 160.00

ORDER DATE : November 6, 2001

ORDER TIME : 12:10 PM

ORDER NO. : 333981-005

CUSTOMER NO: 6469C

CUSTOMER: Ms. Sandy Rowse
Holland & Knight Llp

Suite 201
1499 S. Harbor City Boulevard
Melbourne, FL 32901

RECEIVED
01 NOV -6 PM 12:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MJH

W01-25575

DOMESTIC FILING

NAME: LRM, L.L.C.

EFFECTIVE DATE:

300004669263--5

_______ ARTICLES OF INCORPORATION
_______ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _______

FILED
01 NOV -6 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 6, 2001

RESUBMIT
Please give original submission date as file date.

SUSIE KNIGHT
CSC
,

SUBJECT: LRM, L.L.C.
Ref. Number: W01000025575

We have received your document for LRM, L.L.C. and your check(s) totaling $160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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: 001A00060356

RECEIVED
01 NOV -7 AM 10:24
DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION OF
<u>LRM, L.L.C., a Limited Liability Company</u>

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be LRM, L.L.C., and its principal office shall be located at 2850 Lake Washington Road, Suite 2, in the City of Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be: 2850 Lake Washington Road, Suite 2, Melbourne, Florida, 32935.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles 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 these 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 of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of

the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 the furtherance of any of the powers set forth in these Articles, 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.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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 IV

MEMBERSHIP RESTRICTIONS

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 admission 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.

On 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 on unanimous consent of the remaining members.

ARTICLE V

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of $21,000.00 cash shall be paid to the limited liability company by the three (3) 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.

ARTICLE VI

PROFITS AND LOSSES

(a) ***Profit Sharing.*** Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Mark Ackerman	33-1/3%
Lon Ackerman	33-1/3%
Robert Ackerman	33-1/3%

The distributive share of the profits shall be determined and paid to the members on or before April 1st of each year.

(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 these sources are insufficient to cover such losses, by the members in equal shares as follows:

Mark Ackerman	33-1/3%

Lon Ackerman	33-1/3%
Robert Ackerman	33-1/3%

The limited liability shall exist for a period of thirty (30) years or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2850 Lake Washington Road, Suite 2, City of Melbourne, State of Florida, and the name of the company's initial registered agent at that address is MARK ACKERMAN.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of LRM, L.L.C., a limited liability company.

Executed by the undersigned at Melbourne, Brevard County, Florida, this 31st day of October, 2001.

Mark Ackerman

Lon Ackerman

Robert J. Ackerman

Robert Ackerman

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida ss
County of Brevard

Pursuant to the provisions of Sections 608.415 and 608.417(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is LRM, L.L.C.

The name of the registered agent for LRM, L.L.C. is MARK ACKERMAN and the street address of the company's principal office where the agent is located is 2850 Lake Washington Road, Suite 2, Melbourne, Florida, 32935.

This statement is to acknowledge that, as indicated above, LRM, L.L.C. has appointed me, MARK ACKERMAN, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: October 31, 2001

Mark Ackerman

The foregoing instrument was acknowledged before me this 31st day of October, 2001, by MARK ACKERMAN, agent on behalf of LRM, L.L.C., a limited liability company. He is personally known to me or has produced ______________ as identification.

Notary Public

(Seal)

Hubert C Normile Jr
My Commission CC737068
Expires January 8, 2002

MEL1 #467055 v1