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BRADLEY K. ALLEY

PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

GREGORY E. MELNICK, JR.  
*Of Counsel*

November 2, 2001

**VIA REGULAR MAIL**  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-11/05/01--01048--018  
\*\*\*\*\*133.75 \*\*\*\*\*133.75  
700004665887--1  
-11/15/01--01071--002  
\*\*\*\*\*21.25 \*\*\*\*\*21.25

Re: Articles of Organization for WealthCare Financial Services, L.L.C.

Gentlemen:

Enclosed is the original and a copy of the Articles of Organization for WealthCare Financial Services, L.L.C., together with a check for \$133.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before November 12, 2001.

Once the Articles of Organization for WealthCare Financial Services, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,

William P. Weatherford, Jr.

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

WPWjr/ddd  
Enclosures  
cc: Carson L. Eddy, C.P.A.

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**MARLOWE, APPLETON & WEATHERFORD, P.A.**

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FACSIMILE (407) 740-0310

GREGORY E. MELNICK, JR.  
*Of Counsel*

November 7, 2001

**VIA REGULAR MAIL**

Florida Department of State  
Division of Corporations  
ATTN: Tammy Cline  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization for WealthCare Financial Services, L.L.C.

Dear Ms. Cline:

Enclosed is our check for the additional sum of \$21.25 to file the Articles of Organization for WealthCare Financial Services, L.L.C. Thank you for your assistance in this matter.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd  
Enclosures  
cc: Carson L. Eddy, C.P.A.

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR  
WEALTHCARE FINANCIAL SERVICES, L.L.C.,  
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I - Name:**

The name of the Limited Liability Company is WEALTHCARE FINANCIAL SERVICES, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 1031 W. Morse Boulevard, Suite 200, Winter Park, Florida 32789.

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Carson L. Eddy, C.P.A.	1031 W. Morse Blvd., Suite 200 Winter Park, Florida 32789
Victor J. Incinelli, C.P.A.	1031 W. Morse Blvd., Suite 200 Winter Park, Florida 32789
Harry E. Harp, C.P.A.	1031 W. Morse Blvd., Suite 200 Winter Park, Florida 32789
Charles M. Meeks, C.P.A.	1031 W. Morse Blvd., Suite 200 Winter Park, Florida 32789

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TALLAHASSEE  
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**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.


**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to 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 limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

**ARTICLE VII - Initial Registered Office and Registered Agent**

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1031 W. Morse Boulevard, Suite 200, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is Carson L. Eddy, C.P.A. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this \_  
\_ day of October, 2001.

  
\_\_\_\_\_  
Carson L. Eddy, Member

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature:   
Carson L. Eddy, C.P.A.

Date: 11/1/01

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA