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GRIFFIN HELWIG, P.A.  
Attorney at Law

Griffin Helwig

November 5, 2001

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Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

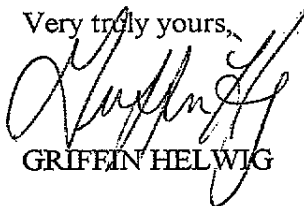
Re: Seawell Partners, L.L.C.

Dear Sir/Madam:

In connection with the above limited liability company, I have enclosed the original and a copy of the Articles of Organization. I have also enclosed my check in the amount of \$155.00 for the required filing fee, registered agent fee, and cost of a certified copy of the Articles.

Please file the Articles and return the certified copy to me at the above address, and thank you for your assistance in this matter.

Very truly yours,

  
GRIFFIN HELWIG

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 15, 2001

GRIFFIN HELWIG  
ONE SAN JOSE PLACE  
SUITE 31  
JACKSONVILLE, FL 32257

SUBJECT: SEAWELL PARTNERS, L.L.C.  
Ref. Number: W01000026276

We have received your document for SEAWELL PARTNERS, L.L.C. and your check(s) totaling \$155.00. 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) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 801A00061661

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## **ARTICLES OF ORGANIZATION**

### **OF**

## **SEAWELL PARTNERS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

### **ARTICLE I - NAME**

The name of the limited liability company shall be **SEAWELL PARTNERS, L.L.C.** ("Company"). The principal place of business of the Company and mailing address of the Company in Florida shall be 450 State Road 13, North, Suite 106, PMB 212, Jacksonville, Florida, 32259.

### **ARTICLE II - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State.

### **ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is **STEVEN T. SEARS**, 450 State Road 13, North, Suite 106, PMB 212, Jacksonville, Florida, 32259.

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JACKSONVILLE, FLORIDA

## ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his, her or its interest in the Company as set forth in the Operating Agreement of 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 all the other members of the Company, other than the member proposing to dispose of his, her or its interest, approve of the proposed transfer by unanimous written consent.

## ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

## ARTICLE VII - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager - managed company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, for the foregoing uses and purposes this 2 day of November, 2001.

SEAWELL CORPORATION, a Florida corporation

By: Steven T. Sears  
Steven T. Sears, President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of November, 2001, by STEVEN T. SEARS, the President of SEAWELL CORPORATION, a Florida corporation, on behalf of the corporation, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

  
Notary Public Signature

My commission expires



**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of SEAWELL PARTNERS, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
STEVEN T. SEARS, Registered Agent

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