

LO1000021738

LAW OFFICES OF L. BYRON REID, CHARTERED

109 HARRISON AVENUE

P.O. Box 607 (32402)

PANAMA CITY, FLORIDA 32401

TELEPHONE: (850) 913-8800

FACSIMILE: (850) 784-0012

November 28, 2001

MJH

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

\$155.80
00789-02827-00676-02870-00671

12/12

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-11/30/01--01057--009
****133.75 ****133.75

IN RE: WANES, BRETTMANN & ASSOCIATES, LLC

W01-27689

Enclosed you will find the original and one copy of the Articles of Incorporation and Designation and Acceptance of Resident Agent for Wanes, Brettmann & Associates, LLC. Also enclosed is our check number 5114 in the amount of \$133.75 to cover costs of registration fees and one certified copy for both companies.

Thank you for your attention to this matter. Should you have any questions or require additional information, please don't hesitate to contact our office.

Sincerely,

LAW OFFICES OF L. BYRON REID, CHARTERED



Margie Atkinson
Legal Assistant

/mna

Enclosures: As Stated

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*****21.25 *****21.25

FILED
01 DEC 12 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2001

MARGIE ATKINSON
LAW OFFICE OF L. BYRON REID, CHARTERED
P.O. BOX 607
PANAMA CITY, FL 32402

SUBJECT: WANES, BRETTMANN & ASSOCIATES, LLC
Ref. Number: W01000027689

We have received your document for WANES, BRETTMANN & ASSOCIATES, LLC and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$21.25.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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: 101A00064253

**ARTICLES OF ORGANIZATION
OF
WANES, BRETTMANN & ASSOCIATES, LLC**

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 ONE
NAME**

The name of the limited liability company shall be Wanes, Brettmann & Associates, LLC

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the company is 2803 West Busch Boulevard, Suite 107D, Tampa, Florida 33618.

**ARTICLE THREE
DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence be perpetual unless the company is dissolved as provided in these articles of organization or in the regulations.

**ARTICLE FOUR
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is L. Byron Reid, Esquire, Law Offices of L. Byron Reid, Chartered, 109 Harrison Avenue, Panama City, Florida 32401.

**ARTICLE FIVE
CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit A.

**ARTICLE SIX
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in regulation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE SEVEN
ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

A fifty per cent (50%) share shall be valued at \$1,000,000.00. A fifty per cent (50%) buy out shall be valued at present market value, but minimal \$1,000,000.00.

ARTICLE EIGHT
MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company. The company shall survive and the member's share shall be distributed according to law.

ARTICLE NINE
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 names and addresses of the members of the company are:

Martina Brettmann	4809 Parson Brown Lane Palm Harbor, FL 34684
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Sandi Mooney	10366 Carrollwood Lane, Apt. 228 Tampa, FL 33618
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ARTICLE TEN
MEDIATION AND ARBITRATION

Any disputes between the members, whether arising under these articles of organization or otherwise, which the members cannot resolve between themselves using good faith shall be:

(A) Referred to a court certified mediation of the Circuit Court in the county of the principal office of the company, and any mediation shall be held in the county of the principal office of the

company. The members shall share equally in the cost of said mediation.

(B) In the event that the dispute is not resolved in mediation, the parties shall submit the dispute to a neutral arbitrator certified by the Circuit Court in the county of the principal office of the company. The arbitration shall be held in the county of the principal office of the company. The parties shall share equally in the cost of said arbitration. The parties further agree that full discovery shall be allowed to each party to the arbitration and a written award shall be entered forthwith. Any and all types of relief that would otherwise be available in Court shall be available to both parties in the arbitration. The decision of the arbitrator shall be final and binding. Arbitration shall be the exclusive legal remedy of the parties. Judgment upon the award may be entered in any court of competent jurisdiction pursuant to Florida Statutes Chapter 682, as amended, The Arbitration Code.

(C) If any member refuses to comply with a ruling or decision of the arbitrator and lawsuit is brought to enforce said ruling or decision, it is agreed that the member not complying with the ruling or decision of the arbitrator shall pay the court costs and reasonable attorney's fees (including trial and appellate attorney's fees) incurred in the enforcing of the ruling or decision of the arbitrator.


(D) Any rights of injunctive relief shall be in addition to and not in derogation or limitation of any other legal rights.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Palm Harbor, Florida, on November 16, 2001.


Martina Brettmann

STATE OF FLORIDA
COUNTY OF PINELLAS

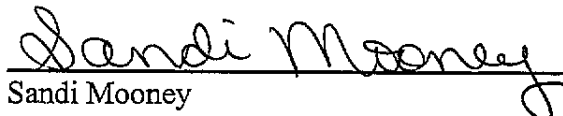
Sworn to and subscribed before me on November 16, 2001, by Martina Brettmann an, who is personally known to me or who have produced Driver's Lic as identification.

 Stephen R Cebula
My Commission CC797372
Expires December 17 2002


Notary Public, State of Florida


STEPHEN R. CEBULA
Printed Name of Notary

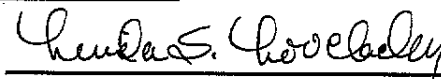
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tampa, Florida, on November 15, 2001.


Sandi Mooney

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me on November 15, 2001, by Sandi Mooney, who is personally known to me or who have produced _____ as identification.

 Linda S. Lovelady
My Commission CC845912
Expires June 13, 2003


Notary Public, State of Florida
LINDA S. LOVELADY
Printed Name of Notary

WANES, BRETTMANN & ASSOCIATES, LLC
DESCRIPTION OF PROPERTY OTHER THAN CASH

Marketing concepts, know-how transfer, web sites, developed business concepts, office furnishings
office machinery, and client data bases.

Ad

WANES, BRETTMANN & ASSOCIATES, LLC
CERTIFICATE OF DESIGNATION OF RESIDENT AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, Wanes, Brettmann & Associates, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Wanes, Brettmann & Associates, LLC.
2. The name and street address of the registered agent in Florida is:

L. Byron Reid, Esquire
Law Offices of L. Byron Reid, Chartered
109 Harrison Avenue
Panama City, FL 32401

The undersigned, being the person named in the articles of organization of Wanes, Brettmann & Associates, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of the position of registered agent.



L. Byron Reid, Registered Agent