

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LD1000022316

V. Donald Hilley LLC

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-12/21/01--01011--015
****125.00 ****125.00

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

01 DEC 21 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 21 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-21-01

Signature _____

Requested by: *LW* _____
Name _____ Date *12/21* _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION
OF
V. DONALD HILLEY, 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 I -- NAME

The name of the limited liability company shall be V. DONALD HILLEY, LLC, ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is:

Mailing Address: 11382 Prosperity Farms Road, Suite 124
Palm Beach Gardens, Florida 33410
Street Address: 11382 Prosperity Farms Road, Suite 124
Palm Beach Gardens, Florida 33410

ARTICLE III -- 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 as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations, or by law.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

V. Donald Hilley
11382 Prosperity Farms Road, Suite 124
Palm Beach Gardens, Florida 33410

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TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

ARTICLE V -- 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 the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such 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.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 unanimous vote of all the remaining members.

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 names and addresses of the members of the company are:

V. Donald Hilley
11382 Prosperity Farms Road, Suite 124
Palm Beach Gardens, Florida 33410

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Palm Beach Gardens, Palm Beach County, Florida, on this 21st day of December, 2001.

V. Donald Hilley
V. Donald Hilley

Sworn to and subscribed before me this 21st day of December, 2001, by V. Donald Hilley.

Denise H. Blase
Notary Public -- State of Florida



Personally Known

OR

Produced Identification _____

Type of Identification Produced: N/A

(Seal)

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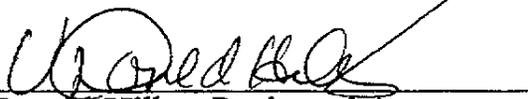
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, V. DONALD HILLEY, 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: V. DONALD HILLEY, LLC.
- 2. The name and street address of the registered agent in Florida are:

V. Donald Hilley
11382 Prosperity Farms Road, Suite 124
Palm Beach Gardens, Florida 334105

The undersigned, being the person named in the articles of organization of V. DONALD HILLEY, 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.



V. Donald Hilley, Registered Agent

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