

L010000022627

LAW OFFICES  
CHESSEB, WINGARD, BARR & FLEET, P.C.

D. MICHAEL CHESSEB\*  
HARRY E. BARR\*\*\*  
H. BART FLEET  
LISA JO SPENCER  
CHRISTA L. SWANICK  
ALLISON M. TRINGAS  
DAPHNE WIGGINS MARTIN\*  
JOHN C. BRYAN, JR.  
WILLIAM G. KILPATRICK, JR.

OF COUNSEL  
J.D. WINGARD, JR.  
JEROME A. ZIVAN\*\*

1201 EGLIN PARKWAY  
SHALIMAR, FLORIDA 32579

(850) 651-9944  
FAX (850) 651-6084

300004735043--1  
-12/21/01--01004--004  
\*\*\*\*155.00 \*\*\*\*155.00

December 19, 2001

Florida Department of State  
Attn: Division of LLC's  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Morris Investments, L.L.C.

Dear Sir/Madam:

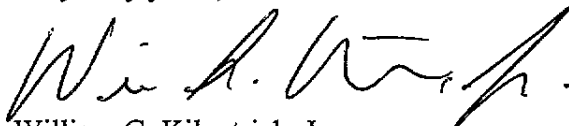
L01-22627

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 20 PM 3:42

12/27

Enclosed you will find the original Articles of Organization for MORRIS INVESTMENTS, L.L.C. to be filed with your office along with a check in the amount of \$155.00 for Filing Fees, Designation of Registered Agent and a certified copy. Once filed, please return the certified copy to my attention at the Shalimar address above. If I can answer any questions, please feel free to contact me directly. Thank you.

Very truly yours,



William G. Kilpatrick, Jr.

EMAIL: [bill@bartfleet.com](mailto:bill@bartfleet.com)

Enclosures: as stated

F:\Bill\Morris Investments, LLC\Secretary of State.ltr.wpd

Sp

ARTICLES OF ORGANIZATION  
OF  
MORRIS INVESTMENTS, L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of this limited liability company is MORRIS INVESTMENTS, L.L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is for any lawful purpose. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 20 PM 3:42

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The street address of the initial principal office and mailing address in Florida for the Company is 6037 Highway 98, Gulf Breeze, FL 32561.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is William G. Kilpatrick, Jr., 1201 Eglin Parkway, Shalimar, Florida 32579.

ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE VII- CONTINUITY OF BUSINESS

Upon 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 Company, the business of the Company shall not be continued and the Company shall be dissolved

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 20 PM 3:42

unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

#### ARTICLE VIII- MANAGEMENT

The Company is to be managed by an operating manager or managers, and is therefore, a manager-managed company. The name of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Robert L. Morris.

#### ARTICLE IX - INDIVIDUALS FORMING COMPANY

The names of the Members forming this Company are as follows:

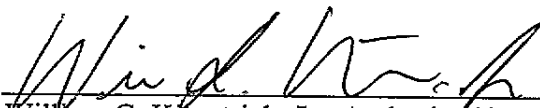
Robert L. Morris.

and their authorized representative for purposes of executing these Articles of Organization is

William G. Kilpatrick, Jr.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 19<sup>th</sup> day of December, 2001, as the authorized representative for the Members of the Company identified above.


By:

  
William G. Kilpatrick, Jr., Authorized Representative

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 20 PM 3:42

ACCEPTANCE BY THE REGISTERED AGENT

I, William G. Kilpatrick, Jr., hereby accept appointment as Registered Agent for the Limited Liability Company, MORRIS INVESTMENTS, L.L.C., and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 19<sup>th</sup> day of December, 2001.

  
William G. Kilpatrick, Jr., Registered Agent

THIS INSTRUMENT PREPARED BY:  
William G. Kilpatrick, Jr., Esq.  
1201 Eglin Parkway  
Shalimar, FL 32579

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 20 PM 3:42