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LAW OFFICES OF L. BYRON REID, CHARTERED

109 HARRISON AVENUE

P.O. Box 107, 32402

PANAMA CITY, FLORIDA 32401

TELEPHONE: (850) 913-8800

FACSIMILE: (850) 784-0012

January 11, 2002

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

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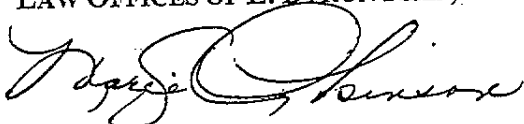
IN RE: WANES, BRETTMANN & OVER, LLC
WANES, BRETTMANN & MORGAN, LLC

Enclosed you will find the original and one copy of the Articles of Incorporation and Designation and Acceptance of Resident Agent for Wanes, Brettman & Over, LLC, and Wanes, Brettman & Morgan, LLC. Also enclosed is our checks, numbers 5112 and 5113, in the amount of \$154.00 each 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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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
WANES, BRETTMANN & MORGAN, 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 & Morgan, LLC.

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the company is 2395 Hawthorne Drive, Clearwater, FL 33763.

**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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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 \$46,650. A fifty per cent (50%) buy out shall be valued at present market value, but minimal \$46,650.

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:

Wanes, Brettmann & Associates, LLC

2803 W. Busch Blvd., Suite 107
Tampa, Florida 33618

David Morgan

2395 Hawthorne Drive
Clearwater, FL 33763

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

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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 Tampa, Florida, on 1/04, 2002

David Morgan
David Morgan

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me on 1/04, 2002, by David Morgan, who is personally known to me or who has produced DRIVER'S LIC as identification.

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

Linda S. Lovelady
Notary Public, State of Florida

LINDA S. LOVELADY
Printed Name of Notary

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TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tampa, Florida, on 1-04-02, 2002

Wanes, Brettmann & Associates, LLC
Uwe Brettmann, President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me on 1/04, 2002, by Uwe Brettmann, who is personally known to me or who has produced DRIVER'S LIC as identification.

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

Linda S. Lovelady
Notary Public, State of Florida

LINDA S. LOVELADY
Printed Name of Notary

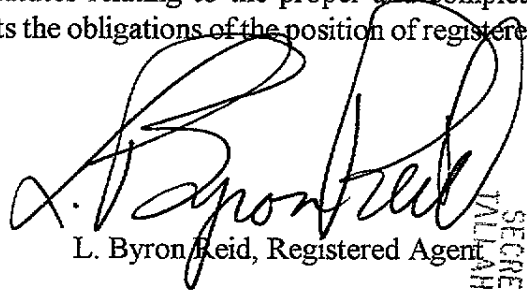
WANES, BRETTMANN & MORGAN, LLC
CERTIFICATE OF DESIGNATION OF RESIDENT AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, Wanes, Brettmann & Morgan, 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 & Morgan, 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 & Morgan, 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

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