

L02000003479

JEFFREY L. SAUEY**
*LL.M. IN TAXATION
*BOARD CERTIFIED TAX LAWYER
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February 7, 2002

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-02/11/02--01091--008
***125.00 ***125.00

Re: GOODNESS, LLC

Dear Sirs:

L02-3479

Enclosed please find an original and one (1) copy of the Articles of Organization of GOODNESS, LLC which need to be filed with the State of Florida. Please return to me a conformed copy of the Articles of Organization once they are filed. I have enclosed herewith a check payable to the Florida Department of State in the amount of \$125.00, representing the required filing fee.

Thank you for your assistance in this matter and should you have any questions, please feel free to contact me.

Sincerely yours,

Jeffrey L. Sauey
Jeffrey L. Sauey

JLS:llg
Enclosures stated within

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION OF
GOODNESS LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name

The name of the limited liability company (hereinafter referred to as the "Company") is "GOODNESS, LLC."

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 68 Silver Place, Ocala, Florida 34472.

ARTICLE III - Duration

The period of duration for the Company shall be perpetual.

**ARTICLE IV - DESIGNATION OF REGISTERED AGENT
INITIAL ADDRESS OF REGISTERED OFFICE**

The initial Registered Agent is designated as BEVERLEY E. McFARLANE THOMAS. The Registered Agent of the corporation may be changed at any time by a vote of the Members without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 68 Silver Place, Ocala, Florida 34472. The Members may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE V - Management

The Company is to be managed by the members.

ARTICLE VI - Limitation on Agency Authority of Members

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

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IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 4th day of February, 2002.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Beverley E. McFarlane Thomas
BEVERLEY E. MCFARLANE THOMAS
Member

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article IV of these Articles of Organization, the undersigned Registered Agent does hereby agree to comply with the provisions of all statutes relative to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided in Chapter 608 of the Florida Statutes, and designate his location for service of process as:

BEVERLEY E. MCFARLANE THOMAS
68 Silver Place
Ocala, Florida 34472

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.

Beverley E. McFarlane Thomas
BEVERLEY E. MCFARLANE THOMAS
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