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STUART OFFICE
BY APPOINTMENT ONLY

FILED
2002 MAY -6 AM 9:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 1, 2002

Department of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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***155.00 ***155.00


RE: TopLine Plus, L.L.C.
Articles Of Organization

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Organization for the above-referenced limited liability corporation, together with a check in the amount of \$125.00 representing the filing fee for the Articles of Organization and Designation of Registered Agent. I would also like a certified copy of the Articles returned to my office in the enclosed addressed stamped envelope. I have enclosed my firm's check in the sum of \$30.00 for this service.

Should you have any questions, please feel free to contact me.

Sincerely,



Gary Brookmyer

GB:lv
Enclosures

ARTICLES OF ORGANIZATION
OF
TOPLINE PLUS, L.L.C.

A LIMITED LIABILITY COMPANY
(Pursuant to s. 607.407, Florida Statutes)

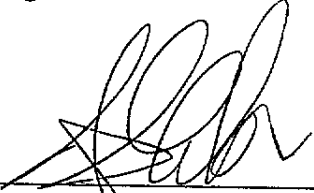
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1. **Name.** The name of the limited liability company is **TOPLINE PLUS, L.L.C.**
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principal Office.** The mailing address and the street address of the principal office of the limited liability company is 1770 West 10th Street, Riviera Beach, Florida 33404.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. At the time of formation the initial managing member's name and address are as follows:

Initial Member:

A. Grant Morris
1770 West 10th Street
Riviera Beach, Florida 33404
8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.
9. **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on 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 limited liability company as further set forth in the Operating Agreement of the limited liability company



A. GRANT MORRIS, Managing Member

(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 and correct.)

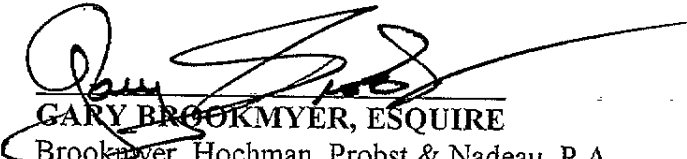
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is **TOPLINE PLUS, L.L.C.**
2. **Registered Office.** The address of the registered office of the limited liability company is 1770 West 10th Street, Riviera Beach, Florida 33404.
3. **Registered Agent.** **GARY BROOKMYER, ESQUIRE**, by his signature below accepts appointment, to act as the Registered agent of **TOPLINE PLUS, L.L.C.**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GARY BROOKMYER, ESQUIRE
Brookmyer, Hochman, Probst & Nadeau, P.A.
3300 P.G.A. Boulevard, Suite 500
Palm Beach Gardens, FL 33410

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