

MAY 14 2002 2:58PM

GRIMES, GOEBEL, ETAL

NO 15

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
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From:

Account Name : GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
Account Number : 072460000742
Phone : (941)748-0151
Fax Number : (941)748-0158

LIMITED LIABILITY COMPANY

The Pottery Group L.L.C.

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
THE POTTERY GROUP L.L.C.
a Limited Liability Company**

ARTICLE I

Name

The name of the limited liability company ("Company") is The Pottery Group L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 11025 Bristol Bay Drive, #702, Bradenton, Florida 34209.

ARTICLE III

Duration

The period of duration of the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is William S. Galvano, Esquire. The address of the Company's registered agent is 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE V

Management

The Company is a Member-managed company. The Managing-members are identified as follows:

Andy D. Minor
Kelly P. Minor

William S. Galvano, Esquire/FL Bar #966487
Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941 748-0151 Fax 941 748-0158
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ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

The remaining members of the Company have the right to continue the 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 Company.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 13 day of May, 2002.

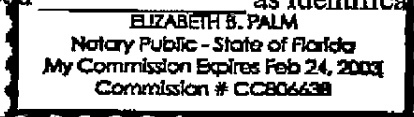
Andy D. Minor
Andy D. Minor, Managing Member

Kelly P. Minor
Kelly P. Minor, Managing Member

STATE OF FLORIDA

COUNTY OF ~~MANATEE~~ Hillsborough

The foregoing instrument was acknowledged before me this 13 day of May, 2002, by Andy D. Minor, who is personally known to me or who has produced _____ as identification.

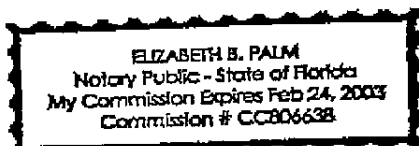


Elizabeth B. Palm
Notary Signature

STATE OF FLORIDA

COUNTY OF ~~MANATEE~~ Hillsborough

The foregoing instrument was acknowledged before me this 13 day of May, 2002, by Kelly P. Minor, who is personally known to me or who has produced _____ as identification.



Elizabeth B. Palm
Notary Signature

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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. The name of the Limited Liability Company is THE POTTERY GROUP L.L.C.
2. The name and the Florida street address of the registered agent and office are:
William S. Galvano, Esquire, 1023 Manatee Avenue West, Bradenton, Florida 34205.

*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 as provided for in Chapter 608, Florida Statutes.*

Dated: May 14, 2002.



William S. Galvano, Registered Agent

U:\Jack\Limited Liability Companies\The Pottery Group, L.L.C\Articles of Organization\slh\May 8, 2002

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