

L0200000/1856

BARRETT
& ASSOCIATES
LAWYERS

A PROFESSIONAL ASSOCIATION OF LAWYERS
DEDICATED TO MAKING A DIFFERENCE

David A. Barrett

Board Certified Civil Trial Lawyer

A. Dean Johnson
Fred E. Pearson, Jr.
Michael R. Reiter

May 15, 2002

BY HAND DELIVERY

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

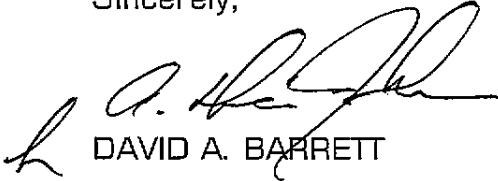
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****125.00 ****125.00

Re: J. Kinson Cook, Jr.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Organization of J. Kinson Cook L.L.C. My firm check in the amount of \$125.00 is enclosed for payment of the filing fee. Please conform the copy and return with our office runner. Thank you.

Sincerely,


DAVID A. BARRETT

DAB/dpw

Enclosures

cc: J. Kinson Cook, Jr.

RECEIVED
02 MAY 16 AM 10:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AND
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**ARTICLES OF ORGANIZATION OF
J. KINSON COOK L.L.C.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be J. KINSON COOK L.L.C., and its principal office shall be located at 2252 Killearn Center Blvd., Suite 2A, Tallahassee, Florida, 32308.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or

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under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited to restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or permit the limited liability company to carry on any

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business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the member of the limited liability company.

ARTICLE IV **MANAGEMENT**

This limited liability company shall be managed by one manager. Management of this limited liability company is reserved to its member; his name and address is as follows: J. KINSON COOK, JR., and its principal office shall be located at 2252 Killearn Center Blvd., Suite 2A, Tallahassee, Florida, 32308.

ARTICLE V **MEMBERSHIP RESTRICTIONS**

A Member shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

A capital contribution in the amount of \$25,000.00 shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member.

ARTICLE VII **PROFITS AND LOSSES**

(a) Profit Sharing. The member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. The member shall be entitled to a 100% share of the profits. The distributive share of the profits shall be determined and may be paid to the Member on the anniversary date of the commencement of business of the limited

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liability company, the month and day of the commencement date being March 15, 2002, based upon the circumstances, condition, and status of the limited liability company as determined by the Operating Agreement.

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ARTICLE VIII
DURATION

This limited liability company shall exist until March 15, 2022 or until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2252 Killearn Center Blvd., Suite 2A, City of Tallahassee, State of Florida, and the name of the company's initial registered agent at that address is J. KINSON COOK, JR.

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The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of J. KINSON COOK L.L.C.

Executed by the undersigned at TALLAHASSEE, FLORIDA on

MAY 10, 2002.

J. KINSON COOK L.L.C.

By

J. Kinson Cook, Jr.
J. KINSON COOK, JR.

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared J. KINSON COOK, JR., who is known to me to be the person who executed the foregoing Articles of Organization or who has produced as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 10TH day of May, 2002, at TALLAHASSEE, FLORIDA Tallahassee, Florida.

Donna Palmer Wilkerson
NOTARY PUBLIC:



Donna Palmer Wilkerson
MY COMMISSION # CC941772 EXPIRES
June 4, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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AND
FILED

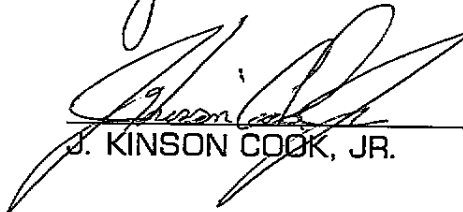
CERTIFICATE OF REGISTERED AGENT

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TALLAHASSEE, FLORIDA

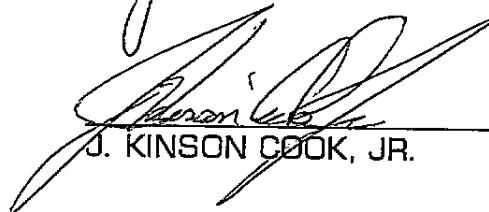
J. KINSON COOK, L.L.C., located at 2252 Killearn Center Blvd., Suite 2A, Tallahassee, Florida, 32308, names J. KINSON COOK, JR., as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 2252 Killearn Center Blvd., Suite 2A, Tallahassee, Florida, 32308.

DATED this 10th day of May, 2002.


J. KINSON COOK, JR.

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 10th day of May, 2002.


J. KINSON COOK, JR.