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**LIMITED LIABILITY COMPANY****L02000013713**

## CAPTRUST ADVISORS, L.L.C.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 4, 2002

GIBBONS, COHN, NEUMAN, BELLO &

SUBJECT: CAPTRUST ADVISORS, L.L.C.  
REF: W02000016170

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Diane Cushing  
Corporate Specialist

FAX Aud. #: E02000147584  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**CAPTRUST ADVISORS, L.L.C.**

These Articles of Organization are made for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (Ch. 608, Florida Statutes).

**ARTICLE I**

**NAME**

The name of this limited liability company is CAPTRUST ADVISORS, L.L.C. (the "Company").

**ARTICLE II**

**DURATION**

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the earlier of 40 years from the date of filing or the occurrence of any of any of the events specified in Section 608.441, Florida Statutes (2001), unless continued by the unanimous consent of all of the remaining members.

**ARTICLE III**

**MAILING ADDRESS AND STREET ADDRESS**

The mailing address and the street address of the principal office of the Company is 102 West Whiting Street, Suite 600, Tampa, Florida 33602-5140.

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**ARTICLE IV****REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is GARY A. GIBBONS, and the street address of the initial registered agent of the Company is 3321 Henderson Boulevard, Tampa, Florida 33609.

**ARTICLE V****ADDITIONAL MEMBERS**

Additional members may be admitted and membership interests may be transferred, but only if all the current members agree to the admission of the additional members and to the terms of admission and transfer, in accordance with the provisions of the Operating Agreement.

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**ARTICLE VI****TERMINATION OF MEMBERSHIP**

Upon the death, legal disability, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

**ARTICLE VIII****MANAGEMENT OF THE COMPANY**

The Company shall be managed by one or more Managers in accordance with the Company's Operating Agreement, and is therefore a manager-

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managed company. The Company shall initially be managed by the following persons until the first meeting of the members or until successors are elected and qualified:

Roger E. Robson  
2501 Bristol Ave.  
Tampa, FL 33609

Samuel L. Perry, Jr.  
4215 Sylvan Ramble St.  
Tampa, FL 33609

Eric W. Bailey  
2821 West Bay Ave.  
Tampa, FL 33611

#### **ARTICLE VIII**

#### **REGULATIONS**

The members shall have the power to adopt, alter, amend or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

#### **ARTICLE IX**

#### **DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing of the subscription and acknowledgment of the Articles of Organization.

#### **ARTICLE X**

#### **POWERS**


The Company shall have all powers as are provided in Section 608.404, Florida Statutes (2001), and such other powers as are set forth in the Operating Agreement of the Company.

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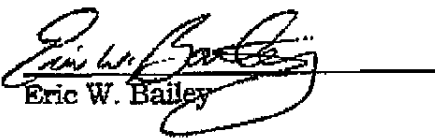
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The undersigned, being all the members of the Company, have executed these Articles of Organization effective as of the 4<sup>TH</sup> day of JUNE, 2002.

  
Roger E. Robson

  
Samuel L. Perry, Jr.

  
Eric W. Bailey

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**DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**

**ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to Sections 48.091 and 608.415, Florida Statutes, this Acceptance of Registered Agent is submitted:

1. CAPTRUST ADVISORS, L.L.C. is a limited liability company desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;

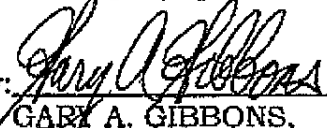
2. CAPTRUST ADVISORS, L.L.C. has named GARY A. GIBBONS, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

3. CAPTRUST ADVISORS, L.L.C. has designated as its registered office, the street address of said registered agent's place of business, which is 3321 Henderson Boulevard, City of Tampa, County of Hillsborough, State of Florida 33609.

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**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 608.415, Florida Statutes, relative to keeping open said office.

By:   
GARY A. GIBBONS,  
Registered Agent  
Date: June 4, 2002