

L020000014239

PALMER & CAY

Established 1868

Insurance Agents & Brokers • Employee Benefit Consultants
25 Bull Street (31401-2658) • P.O. Box 847 • Savannah, GA 31402-0847
Telephone (912) 234-6621 • Fax (912) 234-5427

June 5, 2002

EFFECTIVE DATE
6/30/02

VIA FEDERAL EXPRESS

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

100005694171--8
-06/06/02--01029--010
****185.00 ****125.00

Re: Palmer & Cay of Florida, Inc. and
Palmer & Cay of Florida, LLC

Dear Sir or Madam:

Enclosed please find for filing with your office an original and one copy of the following documents:

1. Articles of Organization of Palmer & Cay of Florida, LLC
2. Articles of Merger of Palmer & Cay of Florida, Inc. and Palmer & Cay of Florida, LLC.

Please file the documents in the order listed above. I am also enclosing our company's check in the amount of \$185. This represents the filing fee of \$100 for the Articles of Organization, \$25 registered agent designation fee, \$35 merger fee for the corporation and \$25 merger fee for the limited liability company. We hereby request an effective date for the organization of the limited liability company and the merger of June 30, 2002.

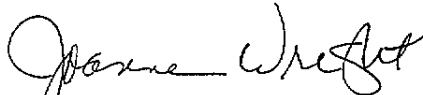
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name I am enclosing a pre-paid FedEx envelope for your use in returning the file stamped documents
Availability to me. Should you have any questions regarding these documents, please feel free to contact me
by e-mail at joanne_wright@palmercay.com or by telephone at (912) 231-6955.

Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,


Joanne Wright, CLAS
Corporate Paralegal

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ARTICLES OF ORGANIZATION
OF
PALMER & CAY OF FLORIDA, LLC

EFFECTIVE DATE
6/30/02

ARTICLE I
Name

The name of the Limited Liability Company is:

Palmer & Cay of Florida, LLC

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address:

P.O. Box 847
Savannah, GA 31402-0847

Street Address:

25 Bull Street
Savannah, GA 31401

ARTICLE III

Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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, F.S.

Registered Agent's Signature

Brian Courtney
Asst. V. Pres.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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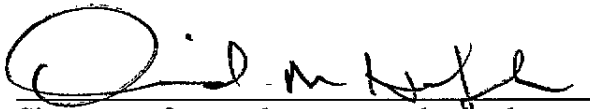
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**ARTICLE IV
Management**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

**ARTICLE V
Effective Date**

The effective date of the organization of this Limited Liability Company is June 30, 2002.



Signature of a member or an authorized
Representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes and affirmation under the penalties of perjury that the fact stated herein are

David M. Hofele, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA