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Simple Financial Solutions, Inc.



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June 12, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
02 JUN 13 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization of Sea Threw Window Cleaning, LLC

Dear Sir or Madam:

Please find enclosed the proposed Articles of Organization of Sea Threw Window Cleaning, LLC, a check in the amount of \$150.00 for filing fees (\$100.00), Registered Agent Designation (\$25), and filing fees for Certificate of Conversion.

If you have any questions or concerns, please do not hesitate to call.

Sincerely,

Susan M. O'Brien

Susan M. O'Brien, CLA

Enclosures

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BK

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CERTIFICATE OF CONVERSION

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TALLAHASSEE, FLORIDA

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was

Sea Threw Window Cleaning

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 07-01-1996
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Sea Threw Window Cleaning, LLC

Drake A Reardon

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 an affirmation under the penalties of perjury that the facts stated herein are true.)

Drake A. Reardon

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

SEA THREW WINDOW CLEANING, LLC

ARTICLES OF ORGANIZATION

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO Florida Statute §608.407, do hereby state and certify the following:

1. The name of the Liability Company shall be Sea Threw Window Cleaning, LLC.
2. The registered office of the company is located at 5666 Sawyer Circle, Sarasota, Florida 34233. Its registered agent is Drake Reardon for service of Process.
3. The principal place of business and mailing address of the Company is located at 5666 Sawyer Circle, Sarasota, Florida 34233.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named state.
5. The duration of the company shall be perpetual.
6. Indemnification.
 - A. The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the

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person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

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B. The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the company.

7. Composition of management. The management of the company will be vested in a board of managers, consisting of a number not more than one, who is required to be a member of the company, designated in accordance with the terms of the company operating agreement.

8. The name and address of the Managing Member of the Company is as follows:

Drake A. Reardon, 5666 Sawyer Circle, Sarasota, Florida 34233

9. The names and addresses of the General Members of the Company are as follows:

Member	Address
Michael Sage	5666 Sawyer Circle Sarasota, FL 34233
Drake A. Reardon	5666 Sawyer Circle Sarasota, FL 34233

