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July 15, 2002

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

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-07/19/02--01042--003

Re: Atlantic Investments, L. L. C \*\*\*125.00 \*\*\*125.00

Dear Sir or Madam,

Enclosed are the original Articles of Organization for the above-referenced limited liability company along with a firm check in the amount of \$125.00 for your fees as follows:

\$100.00	Filing Fee for Articles of Organization
\$ 25.00	Designation of Registered Agent.

Please mail your letter of acknowledgment to us at the above-listed address.

Very truly yours,

*Raymond E. Makowski*  
Raymond E. Makowski, Esquire

REM/jfs

Enclosures

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02 JUL 19 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Articles Of Organization**  
**of**  
**Atlantic Investments, L. L. C.**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

**Article I**  
**Name**

The name of the limited liability company is **Atlantic Investments, L. L. C.**

**Article II**  
**Principal Office**

The mailing address and street address of the principal office of the Company is

11221-6 St. Johns Industrial Parkway, S.  
Jacksonville, Florida 32246.

**Article III**  
**Registered Agent**

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

David M. Knight  
11221-6 St. Johns Industrial Parkway, S.  
Jacksonville, Florida 32246.

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**Article IV**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the signing of these Articles Of Organization.

**Article V**  
**Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units that Atlantic Investments, L. L. C. is authorized to have outstanding is 1,000,000 units, all of which shall be identical units.

**Section B. First Lien.** The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

**Section C. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

**Section D. Limit on Number of Members.** All of the Company's issued units shall be held of record by not more than five persons.

**Section E. No Public Offering of Units.** The Company shall make no public offering of any of its units which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

**Section F. Right to Redeem Units.** Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

**Section G. Transfer of Units of Indebted Member.** If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

## **Article VI** **Organizer**

The name and address of the organizer are:

David M. Knight  
11221-6 St. Johns Industrial Parkway, S.  
Jacksonville, Florida 32246.

The organizer is a natural person over the age of twenty-one years.

## **Article VII** **Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

The Company shall be formed to engage in the real estate investing business and any other lawful business. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

### **Article VIII** **Management**

The Company is to be managed by a Member-Manager or Member-Managers and is, therefore, a manager - managed company. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Managers of the Company, who shall serve as such until its successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
Member-Managers	David M. Knight 11221-6 St. Johns Industrial Parkway, S. Jacksonville, Florida 32246.
	Tillie J. Knight 11221-6 St. Johns Industrial Parkway, S. Jacksonville, Florida 32246.

### **Article IX** **Indemnification**

The Company shall indemnify any Member, Manager and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Manager and/or Member-Manager is or was a Member, Officer 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 attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Manager and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager and/or Member-Manager in the event of (i) a breach of such Member, Manager and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member, Manager and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, Manager and/or Member-Manager is proper in the circumstances because such Member, Manager and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting

of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### **Article X** **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.


#### **Article XI** **Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

*(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

Signature of member or authorized representative of member.

Dated June 13, 2002.

  
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David M. Knight  
Organizer

**Resident Agent Statement**

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

David M. Knight  
11221-6 St. Johns Industrial Parkway, S.  
Jacksonville, Florida 32246.

*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.*

  
\_\_\_\_\_  
David M. Knight  
Registered Agent