



L020000018670

ACCOUNT NO. : 072100000032

REFERENCE : 676393 7341988

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
2002 JUL 24 PM 1:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : July 24, 2002

ORDER TIME : 11:35 AM

ORDER NO. : 676393-005

CUSTOMER NO: 7341988

CUSTOMER: Jill Van Eps, Legal Assistant
Boyer Jackson, P.a.

1800 2nd Street, Suite 760

Sarasota, FL 34236

DOMESTIC FILING

NAME: ABA GROUP, L.L.C.

RECEIVED
02 JUL 24 PM 12:59

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

800006624968--3

-07/24/02--01042--012

***160.00 ***160.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

J. BRYAN JUL 24 2002

ARTICLES OF ORGANIZATION OF THE ABA GROUP, L.L.C.

The undersigned certify that we have associated ourselves together 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. We 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 *The ABA Group, L.L.C.*, and its principal place of business shall be located at 1800 Second Street, Suite 760 in the city of Sarasota, County of Sarasota, State of Florida, but it shall have the authority to establish branch offices at any other place or places as the members may designate.

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.
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 ~~any~~ 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 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 or 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 purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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 members 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 members of the limited liability company.

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Edwin M. Boyer, Esq.
2503 89th Street NW
Bradenton, FL 34209

Robert A. Jackson, Esq.
457 Magellan Drive
Sarasota, FL 34243

Mary Alice Jackson, Esq.
457 Magellan Drive
Sarasota, FL 34243

ARTICLE V
MEMBERSHIP RESTRICTIONS

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

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates 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
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of fifteen thousand dollars (\$15,000.00) cash shall be paid to the limited liability company by the three (3) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

FILED
2002 JUL 24 PM 1:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE VII
PROFITS AND LOSSES

(A) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII
DURATION

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

ARTICLE XI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

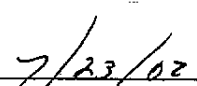
The address of the initial registered office of the limited liability company is 1800 Second Street, Suite 760, City of Sarasota, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Edwin M. Boyer, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of The ABA Group, L.L.C..

Executed by the undersigned at 1800 Second Street, Suite 760, City of Sarasota, County of Sarasota, State of Florida.



Edwin M. Boyer, Esq., Member

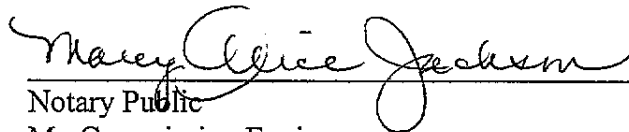


Date

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME the undersigned authority, personally appeared **Edwin M. Boyer**, who is personally known to me and did not take an oath and who executed the foregoing instrument.

SWORN TO AND SUBSCRIBED to before me this 22 day of July, 2002.


Notary Public

My Commission Expires:
Commission No.:



Mary Alice Jackson
MY COMMISSION # CC938946 EXPIRES
July 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

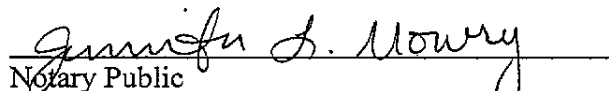

Mary Alice Jackson, Esq., Member

7-23-02
Date

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME the undersigned authority, personally appeared **Mary Alice Jackson**, who is personally known to me and did not take an oath and who executed the foregoing instrument.

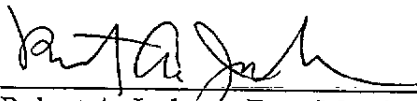
SWORN TO AND SUBSCRIBED to before me this 22 day of ^{July}~~June~~, 2002.


Notary Public

My Commission Expires:
Commission No.:



Jennifer L. Mowry
MY COMMISSION # CC985100 EXPIRES
November 30, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


Robert A. Jackson, Esq., Member

7/22/2002
Date

FILED
2002 JUL 24 PM 1:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

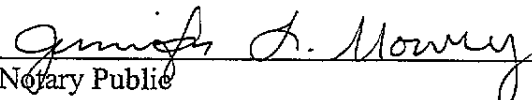
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME the undersigned authority, personally appeared **Robert A. Jackson**, who is personally known to me and did/did not take an oath and who executed the foregoing instrument.

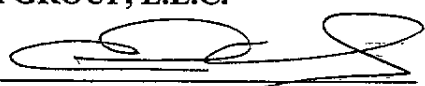
SWORN TO AND SUBSCRIBED to before me this 22 day of July, 2002.



Jennifer L. Mowry
MY COMMISSION # CC985100 EXPIRES
November 30, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
My Commission Expires:
Commission No.:

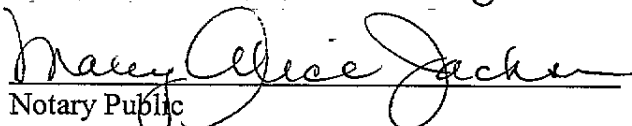
I hereby accept by designation as resident agent and agree to serve as resident agent of **THE ABA GROUP, L.L.C.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **THE ABA GROUP, L.L.C.**


Edwin M. Boyer, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME the undersigned authority, personally appeared **Edwin M. Boyer**, who is personally known to me or has produced _____ as identification and did not take an oath and who executed the foregoing instrument.

SWORN TO AND SUBSCRIBED to before me this 22 day of July, 2002.


Notary Public
My Commission Expires:
Commission No.:



Mary Alice Jackson
MY COMMISSION # CC938946 EXPIRES
July 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.