

L020000020536

CAMERLENGO & DRIVER, P.A.

4741 ATLANTIC BOULEVARD, SUITE D
JACKSONVILLE, FLORIDA 32207
WWW.INTREPIDLAW.COM

JOSEPH V. CAMERLENGO
G. RAY DRIVER, JR.

TELEPHONE (904) 306-9220
FACSIMILE (904) 306-9221

August 9, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Ladies and Gentlemen,

Please find enclosed the original of the Articles of Organization for Seawell-Morgan-Dane, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee, and certified copy fee.

Please return the certified copies to Tammy D. Butler, c/o Camerlengo & Driver, P.A., 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32207. If you have any questions, please give me a call.

Very truly yours,

Tammy D. Butler
Tammy D. Butler

300007054493--4

-08/12/02--01060--022
****155.00 ****155.00

AL

TDB/tdb
Enclosures

FILED
02 AUG 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SEAWELL-MORGAN-DANE, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is Seawell-Morgan-Dane, LLC (the "Company").

ARTICLE II - ADDRESS

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

450 State Road 13 N.
Jacksonville, Florida 32259

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually, commencing on August 5, 2002, unless the filing of these Articles of Organization occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by G. Ray Driver, Jr.
Florida Bar No. 0044032
Camerlengo & Driver, P.A.
4741 Atlantic Boulevard, Suite D
Jacksonville, Florida 32207
904-306-9220

FILED
02 AUG 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32207 as the street address of the Company's registered office, and (ii) names Intrepid Registered Agent Services, LLC, as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 5TH day of August, 2002.

SEAWELL-MORGAN-DANE, LLC

By: 

G. Ray Driver, Jr., Authorized Representative


FILED
02 AUG 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: August 5, 2002

INTREPID REGISTERED AGENT SERVICES, LLC

By: 

G. Ray Driver, Jr., President