

L02000020551

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JAMES A. BARRIS
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TRIAL PRACTICE - GENERAL

TIMOTHY L. FLANAGAN
OF COUNSEL

August 21, 2002

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****125.00 ****125.00

Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: M & C Financial, L.L.C.

Dear Sir or Madam:

L02-20551

Enclosed please find the following:

- original and one copy of a Certificate of Designation of Registered Agent/Registered Office
- original and one copy of an Articles of Organization
- self-addressed, stamped return envelope

Also enclosed is a check in the amount of \$125.00 representing the filing fee for the above named documents. Please stamp and return the copies to this office in the provided return envelope.

Thank you for your cooperation.

Sincerely,

ME Clements/Bj

Mark E. Clements

/bdj

Enclosures

cc: Steven Maddox

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ARTICLES OF ORGANIZATION OF

M & C FINANCIAL, L.L.C.

Pursuant to the provisions Chapter 608 of the Florida Statutes ("the Florida Limited Liability Company Act"), the undersigned organizer, Mark E. Clements, Esq. and Stephen F. Maddox, hereby adopts the following Articles of Organization.

ARTICLE I

NAME: The name of the limited liability company shall be: M & C Financial, L.L.C.

ARTICLE II

TERM: The existence of the limited liability company will be perpetual.

ARTICLE III

ADDRESS: The mailing address and street address of the principal office of the company is:

Mailing Address:

310 East Main Street
Lakeland, Florida 33801

Street Address:

310 East Main Street
Lakeland, Florida 33801

ARTICLE IV

REGISTERED OFFICE AND AGENT: The name and address of the registered agent and office of the limited liability company are:

Mark E. Clements, Esquire
Mark E. Clements, P.A.
310 East Main Street
Lakeland, Florida 33801

ARTICLE V

MANAGEMENT: The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. Management authority shall be vested solely in its members, each member having equal management authority. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

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Name:

Address:

Mark E. Clements, Esquire

310 East Main Street
Lakeland, Florida 33801

Stephen F. Maddox

P.O. Box 3627
Lakeland, Florida 33802

ARTICLE V

ADMINISTRATION OF NEW MEMBERS: No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI

ORGANIZER: The name and address of the organizer is:

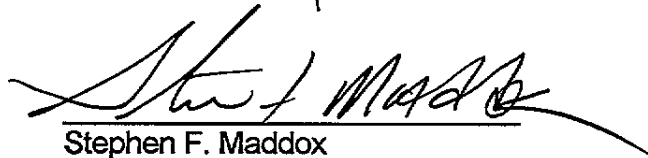
Mark E. Clements
310 East Main Street
Lakeland, Florida 33801

Stephen F. Maddox
P.O. Box 3627
Lakeland, Florida 33802

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Lakeland, Florida, on this 21 day of August, 2002.


Mark E. Clements, Esquire


Stephen F. Maddox

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 21st day of August, 2002, by Mark E. Clements, who is personally known to me.

My commission expires:

Kate Shaw
Notary Public – State of Florida

STATE OF FLORIDA
COUNTY OF POLK



Sworn to (or affirmed) and subscribed before me this 21st day of August, 2002, by Stephen F. Maddox, who is personally known to me.

My commission expires:

Kate Shaw
Notary Public – State of Florida

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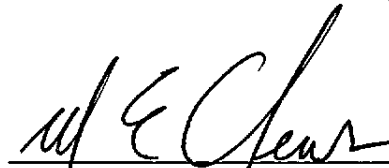
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, M & C FINANCIAL, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is M & C FINANCIAL, L.L.C.
2. The name and street address of the registered agent in Florida are:

Mark E. Clements
Mark E. Clements, P.A.
310 East Main Street
Lakeland, FL 33801

The undersigned, being the person named in the articles of organization of M & C FINANCIAL, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Mark E. Clements,
Registered Agent

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