

**L020000191683**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000191948 7)))

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 209-0383

From: Account Name : ROETZEL & ANDRESS  
Account Number : I20000000121  
Phone : (941) 649-6200  
Fax Number : (941) 261-3659

**AL**

**RECEIVED**  
02 SEP -5 PM 5:08  
DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**SPECIALIST MARKETING AND RESOURCE GROUP, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

Audit No. H02000191948 7

**ARTICLES OF ORGANIZATION  
OF  
SPECIALIST MARKETING AND RESOURCE GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be **SPECIALIST MARKETING AND RESOURCE GROUP, LLC** ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1459 Ridge Street, Suite #1, Naples, Florida 34103.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the first day of September, 2002 or at the earliest date allowable, if later, as determined by the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Joseph D. Zaks, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

**ARTICLE V -- ADMISSION 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 only transfer his or her interest in the Company

FILED  
02 SEP - 5 2002  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit No. H02000191948 7

Audit No. H0200019148 7

as set forth in the Operating Agreement 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 – TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members.

#### ARTICLE VII – MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The manager or managers shall be elected or appointed by the members in accordance with the Operating Agreement to be adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

#### ARTICLE VIII – AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on this 5th day of September, 2002.

Authorized Representative of a Member:

  
Joseph D. Zaks

Audit No. H02000191948 7

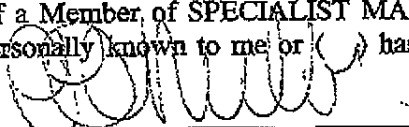
SEP 05 '02 03:58PM

P.4/5

Audit No. H02000191948 7

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF COLLIER     )

The foregoing instrument was acknowledged before me this 5th day of September, 2002,  
by Joseph D. Zaks, as authorized representative of a Member of SPECIALIST MARKETING  
AND RESOURCE GROUP, LLC. He is (X) personally known to me or ( ) has produced  
\_\_\_\_\_ as identification.

  
NOTARY PUBLIC

Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Emily Earley Miller  
Commission # 00888034  
Expires Nov. 15, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

FILED  
02 SEP -5 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

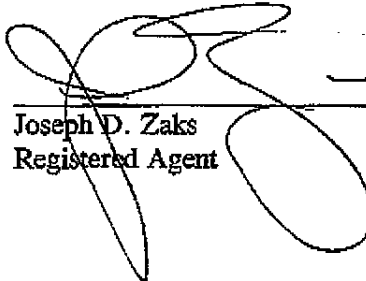
Audit No. H02000191948 7

Audit No. H02000191948 7

## **SPECIALIST MARKETING AND RESOURCE GROUP, LLC**

### **ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of SPECIALIST MARKETING AND RESOURCE GROUP, LLC, 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 duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Joseph D. Zaks  
Registered Agent

FILED  
02 SEP -5 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

385883\_1