

Reply to Leesburg

CUMMINS & NAILOS, P.A.

ATTORNEYS AT LAW

1009 N. 14th Street
P.O. Box 491656
Leesburg, Florida 34749-1656
Phone: (352) 787-5411
Fax: (352) 365-1911
E-mail: Elwoodlaw@aol.com

Norman C. Cummins
Heath B. Nailos
Justin Cummins Nailos

450 E. Hwy. 50, Suite 7
Clermont, Florida 34711
Phone: (352) 394-8550
Fax: (352) 394-8216

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September 9, 2002

9/12

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

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-09/12/02--01051--027
****346.25 ****160.00

SUBJECT: ESM, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

 \$285.00
Filing Fee and Reg-
istered Agent Desig-
nation

 \$293.75
Filing Fee, Regis-
tered Agent Designa-
tion, and Certificate
of Status

 \$337.50
Filing Fee, Regis-
tered Agent Designa-
tion, and Certified
Copy

 x \$346.25
**Filing Fee, Regis-
tered Agent Desig-
nation, Certified
Copy, and Certifi-
cate of Status**



TERRY L. ELWOOD
Cummins & Nailos, P.A.
Post Office Box 491656
Leesburg, FL 34749-1656

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02 SEP 12 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF**

ESM, L.L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be ESM, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 6513 Santiago Court, Apollo Beach, Florida 33572.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are CHARLES W. EDMUNDS, 6513 Santiago Court, Apollo Beach, Florida 33572.

ARTICLE V - MEMBERS AND INTEREST

The members of the company and their interests in the company are as described on Exhibit "A" attached hereto.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on 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, unless the business of the company is continued by majority vote of the remaining members.

ARTICLE VIII - MANAGEMENT

The company shall be a manager-managed company. The initial manager shall be CHARLES W. EDMUNDS.

IN WITNESS WHEREOF, the undersigned member had made and subscribed these articles of organization at Clermont, Florida, on August 30, 2002.


CHARLES W. EDMUNDS

The above CHARLES W. EDMUNDS acknowledges under the penalty of perjury, that the facts stated in these Articles of Organization are true.

Sworn to and subscribed before me on this 30 day of August, 2002, by CHARLES W. EDMUNDS, who is personally known to me (yes/no) or who produced a Florida Driver's License E 355 159 62098 as identification.



NOTARY PUBLIC
State of Florida



EXHIBIT "A"

MEMBERS AND INTEREST

NAME	INTEREST
Charles W. Edmunds & Molly Maxwell Edmunds 6513 Santiago Court, Apollo Beach, Florida 33571	33 1/3% as Joint Tenants with right of survivorship.
William H. Stockton & Louise K. Stockton 478 W.Lakeshore Drive, Clermont, Florida 34711	33 1/3% as an estate by the entirety.
Gerald Thomas Maxwell & Bonnie Jean Maxwell 703 Golf & Sea Blvd., Apollo Beah, Florida 33572	33 1/3% as an estate by the entirety.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Under the provisions of F.S. 608.415 or 608.507, **ESM**, Limited Liability Company, 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 **ESM, L.L.C.**
2. The name and street address of the registered agent in Florida are:

CHARLES W. EDMUNDS, 6513 Santiago Court, Apollo Beach, Florida 33572

The undersigned, being the person named in the articles of organization of CHARLES W. EDMUNDS, 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.



CHARLES W. EDMUNDS
Registered Agent