

**Jeff M. Stephens, P.A.**  
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**L02000026116**

October 1, 2002

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-10/03/02--01022--008  
\*\*\*\*125.00 \*\*\*\*125.00

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

Re: Articles of Organization – IBS – ESA, LLC

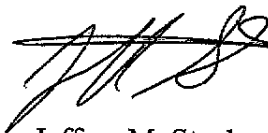
Dear Corporations Division:

Enclosed for filing you will find two original Articles of Organization for “IBS – ESA, LLC”. Also enclosed is a check in the amount of \$125 for the filing fee.

Please file an original and return a file stamped original to our attention.

Thank you in advance and please call if you have any questions or if we can provide additional information.

Sincerely,



Jeffrey M. Stephens

Enclosures

02 OCT -3 AM 9:31  
FILED  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
IBS - ESA, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I**

**NAME**

The name of the Limited Liability Company is: IBS - ESA, LLC.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Limited Liability Company is: 9851 Thomas Drive, Suite 104, Panama City Beach, Florida 32408.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Limited Liability Company is: 4507 Furling Lane, Suite 210, Destin, FL 32541. The name of the initial registered agent is Jeff M. Stephens.

**ARTICLE IV**

**MANAGEMENT**

The Limited Liability Company is to be managed by managers and is, therefore, a manager-managed Limited Liability Company. All documents executed on behalf of the Limited Liability Company need to be signed by either a manager or managers as provided in the operating agreement. All third parties may rely on documents executed by one or more of the managers as binding the Limited Liability Company as provided in the operating agreement. The initial managers of the Company may be replaced, and additional managers may be added by a vote of the members as more fully set forth in the operating agreement for the Limited Liability Company. The initial managers are Ken McGartlin and Sean Harmon.

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## **ARTICLE V**

### **MEMBERS**

The initial Members of the Limited Liability Company are: IBS of Florida, LLC and ESA South, Inc.

## **ARTICLE VI**

### **LIMITED LIABILITY**

The members and managers of the Limited Liability Company shall have limited liability as provided for in the operating agreement and the applicable provisions of the Florida Limited Liability Act.

## **ARTICLE VII**

### **INDEMNIFICATION**

The Limited Liability Company shall indemnify the members and managers of the Limited Liability Company to fullest extent provided by law including, without limitation, the provisions of the operating agreement and the provisions of the Florida Limited Liability Act.

## **ARTICLE VIII**

### **DISSOLUTION**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, the Limited Liability Company shall be terminated unless the remaining members unanimously agree to continue the business of the Limited Liability Company.

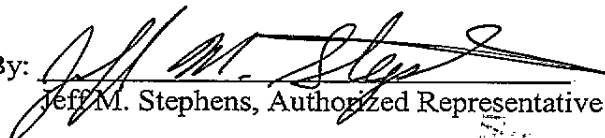
## **ARTICLE IX**

### **TRANSFER OF INTEREST**

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the Limited Liability Company unless prior written consent is obtained by the transferor from all the remaining members.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 25<sup>th</sup> day of September, 2002. In accordance with section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

By:

  
Jeff M. Stephens, Authorized Representative

02 OCT -3 AM 9:31  
WILSON COUNTY CLERK

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

I hereby accept the designation as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in the Articles of Organization for IBS - ESA, LLC, which is as follows: 4507 Furling Lane, Suite 210, Destin, Florida 32541. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

By:

  
Jeff M. Stephens, Registered Agent