

Sent by: FISHER, TOUSEY, LEAS & BALL

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Division of Corporations

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Florida Department of State
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From:

Account Name : FISHER, TOUSEY, LEAS & BALL
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LIMITED LIABILITY COMPANY

Roth II, LLC

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS

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02 NOV -5 AM 10:47
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ROTH II, LLC**

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

**ARTICLE I
Name**

The name of the limited liability company shall be ROTH II, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 10754-2 Scott Mill Road, Jacksonville, Florida 32223.

**ARTICLE II
Duration**

The Company's existence shall commence on the date these Articles of Organization are filed by the Florida Department of State and shall continue perpetually or until dissolved in accordance with these Articles of Organization adopted by the members.

**ARTICLE III
Purposes and Powers**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
Registered Office and Agent**

The name and street address of the registered agent in the State of Florida are: Neal M. Roth, 10754-2 Scott Mill Road, Jacksonville, Florida 32223.

**ARTICLE V
Additional Capital Contributions**

A member may make additional capital contributions to the Company with the written consent of members holding at least 70% of the membership interests in the Company.

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ARTICLE VI
Admission of Members

No additional members shall be admitted to the Company except with the written consent of members holding at least 70% of the membership interests in the Company.

ARTICLE VII
Termination of Existence

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of members holding at least 70% of the membership interests in the Company.


ARTICLE VIII
Managers

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The name and address of the initial manager are as follows:

Neal M. Roth

10754-2 Scott Mill Road
Jacksonville, Florida 32223

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization for the foregoing uses and purposes this 5 day of NOVEMBER, 2002.



NINA N. ROTH, as Trustee of the Nina N.
Roth Living Trust



NEAL M. ROTH, as Trustee of the Nina N.
Roth Living Trust

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: ROTH II, LLC
2. The name and address of the registered agent and office are: Neal M. Roth, 10754-2 Scott Mill Road, Jacksonville, Florida 32223.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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, as provided for in the Florida Limited Liability Company Act.

Dated this 5 day of NOVEMBER, 2002.


Neal M. Roth