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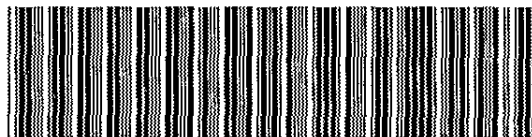
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TALLAHASSEE, FLORIDA

2002 NOV 22 AM 9:42

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J. BRYAN NOV 25 2002



# THE KNOX FIRM

150 S.E. 2<sup>ND</sup> AVENUE ~ SUITE 900  
MIAMI, FLORIDA 33131  
TELEPHONE: (305) 577-3775 ~ FACSIMILE: (305) 577-4887  
E-MAIL: GFK@THEKNOXFIRM.COM  
WEBSITE: WWW.THEKNOXFIRM.COM

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Alto-Marc of Florida, LLC**

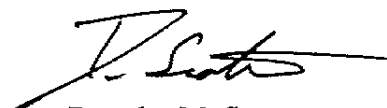
Dear Sir/Madam:

Enclosed is an original and a copy of the Articles of Organization of Alto-Marc of Florida, LLC, together with a check in the amount of \$125.00 made payable to the Florida Department of State to cover the filing fees thereon made up as follows:

Filing Fee	\$100.00
Designation of Registered Agent	<u>\$25.00</u>
<b>TOTAL</b>	<b><u>\$125.00</u></b>

Thank you for your assistance herein.

Sincerely,

  
Douglas M. Seaton

Enc.  
1

November 20, 2002  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF ORGANIZATION  
OF  
Alto-Marc of Florida, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company shall be Alto-Marc of Florida, LLC (the "Company").

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company shall be 150 SE 2<sup>nd</sup> Avenue, Suite 900, Miami, Florida 33131.

**ARTICLE III. PURPOSES AND POWERS**

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Douglas M. Seaton, 150 SE 2<sup>nd</sup> Avenue, Suite 900, Miami, Florida 33131.

**ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall be permitted to make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

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#### ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

#### ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, 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 other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

#### ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon 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 the consent of all of the remaining members, provided that there is at least one (1) remaining member.

#### ARTICLE X. MANAGEMENT

The Company shall be managed by all of its members, in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

#### ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

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CLERK OF SUPERIOR COURT  
ALLAHOE, FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 20<sup>th</sup> day of November 2002.



Douglas M. Seaton  
Authorized Representative

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Alto-Marc of Florida, 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 applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By:   
Douglas M. Seaton

Dated: November 20, 2002

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