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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

ExecutiveAudit, L.L.C.

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TALLAHASSEE, FLORIDA

JB
12-05-02

**ARTICLES OF ORGANIZATION
OF
EXECUTIVEAUDIT, L.L.C.**

The undersigned acting as organizer of EXECUTIVEAUDIT, L.L.C., under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company.

**ARTICLE I
NAME**

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

**ARTICLE II
DURATION**

This L.L.C. shall exist perpetually, unless dissolved according to law or as set forth in the L.L.C.'s Operating Agreement.

**ARTICLE III
PURPOSE**

The L.L.C. is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity, with the powers described in the Florida Limited Liability Company Act and as set forth in the L.L.C.'s Operating Agreement.

**ARTICLE IV
BUSINESS ADDRESS/MAILING ADDRESS**

The address of the place of business of the L.L.C. shall be 425 Dockside Drive, #401, Naples, Florida 34110. The mailing address of the L.L.C. shall be P.O. Box 1709, Naples, Florida 34106.

Prepared by:
Kent A. Skrivan, Esq.
BUTZEL LONG, P.C.
801 Laurel Oak Drive, Ste. 705
Naples, Florida 34108
(239) 597-4500
Bar #0893552

ARTICLE V
REGISTERED AGENT

The name and address of the L.L.C.'s initial registered agent and registered office is Kent A. Skrivan, Esq., Butzel Long, 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the L.L.C. as set forth in the Operating Agreement.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the L.L.C. upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the L.L.C. as provided in the Operating Agreement.

ARTICLE VIII
MANAGEMENT

The L.L.C. is to be managed by the members. The name of the initial managing member is:

Jennifer V. Cheng

A member may be removed and replaced by the members, as provided in the Operating Agreement of the L.L.C. Members shall hold the offices and have the responsibilities accorded to them as set out in the Operating Agreement of the L.L.C.

ARTICLE IX
ADDITIONAL PROVISIONS

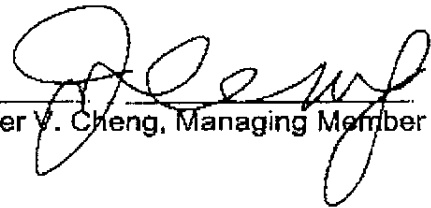
(a) Members of the L.L.C. shall be entitled to vote on matters relating to the L.L.C. as set forth in the Operating Agreement of the L.L.C.

(b) The effective date of this limited liability company shall be upon filing.

ARTICLE X

Pursuant to Section 608.4235 of the Florida statutes, no member of the company shall be an agent of the company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 4 day of December, 2002.



Jennifer V. Cheng, Managing Member

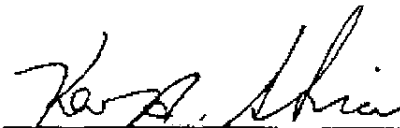
In accordance with Section 608.408C3), Florida Statutes the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

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CLERK OF THE
STATE
TALLAHASSEE, FLORIDA

STATE OF)
) ss.
COUNTY OF)


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jennifer V. Cheng, to me known to be the person described in and who executed the foregoing Articles of Organization of EXECUTIVEAUDIT, L.L.C. Jennifer V. Cheng is X personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State named above, this
7 day of December, 2002.



Notary Public
My Commission Expires:

AND
FILED
02 DEC -5 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 Kent A. Sullivan
My Commission DD146828
Expires September 07, 2003

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

In compliance with Section 608.415 and 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

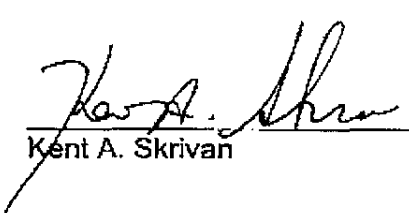
1. The name of the Limited Liability Company is EXECUTIVEAUDIT, L.L.C.
2. The name and address of the registered agent and registered office is:

Kent A. Skrivan, Esq.
BUTZEL LONG
801 Laurel Oak Drive, Suite 801
Naples, Florida 34108
(239) 597-4500


Jennifer V. Cheng, Managing Member

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated 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, further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


Kent A. Skrivan