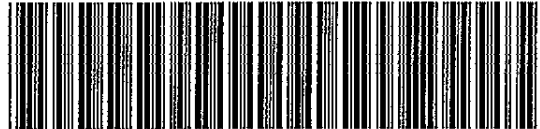


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STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

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GARLAND & PADELFORD
ATTORNEYS, P.A.

537 10TH STREET WEST
BRADENTON, FLORIDA 34205

WILLIAM H. GARLAND
WILLIAM B. PADELFORD

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CLERK OF STATE
TALLAHASSEE, FLORIDA
(941) 748-1400
FAX (941) 748-5680

January 28, 2003

Division of Corporations
Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399

Re: Filing Articles of Organization/Florida Limited Liability Company

Dear Sir or Madam:

Enclosed please find the Articles of Organization for Gunter Wealth Management LLC for registration. Also enclosed is a check for the filing fee in the amount of \$125.00.

Please return the registered document to Garland and Padelford, Attorneys, P.A., 537 10th Street West, Bradenton, FL 34205.

Sincerely yours,

Gail E. Hedrick, Legal Assistant to
John W. Kaklis

JWK/geh
Enclosures

ARTICLES OF ORGANIZATION
for
GUNTER WEALTH MANAGEMENT LLC
a Florida Limited Liability Company

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. The name of this company shall be:

GUNTER WEALTH MANAGEMENT LLC

and the address of its initial principal office is:

2033 Wood Street
Suite 119
Sarasota, Florida 34237

and the mailing address is the same.

2. The company shall exist until dissolved in a manner provided by law, these Articles or Regulations adopted by the members.

3. The name and street address of the initial registered agent and office for this company is as follows:

A. Scott Gunter
2033 Wood Street
Suite 119
Sarasota, Florida 34237

4. Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such a new member, in the manner set forth in the Regulations of this Company.

5. This limited liability company shall be dissolved upon the occurrence of any of the following events:

(a) By the unanimous written agreement of all members.

(b) Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, unless the business

of the limited liability company is continued by the consent of all remaining members or under a right to continue stated in the articles of organization of the limited liability company.

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6. The business of the Company shall be managed by its Members, but the company has the right to hire a manager or managers to assist in the operation of the company.

7. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

8. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the all the Members, unless otherwise provided in the regulations or further action of the Members.

9. A member shall not receive out of the Company property any return of his or her contribution until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded,

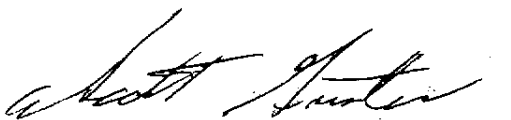
(c) these Articles are canceled or so amended as to set out the withdrawal reduction,

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the Company.

10. The Company shall have all powers authorized by law, as well as any additional lawful powers to effectuate and complete its business transactions.

IN WITNESS WHEREOF, the undersigned Authorized Representative has hereunto set his hand and seal this 23 day of January, 2003.

By



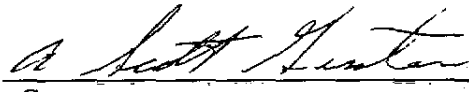
A. Scott Gunter

Having been named as Registered agent and to accept service of process for the
above stated limited liability company, I hereby accept the appointment as Registered
Agent and agree to act in this capacity. I further agree to comply with the provisions of a
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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A. Scott Gunter