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### WALLACE, JORDAN, RATLIFF & BRANDT, L.L.C.

### ATTORNEYS AND COUNSELORS

Post Office Box 530910 BIRMINGHAM, ALABAMA 35253

TELEPHONE: (205) 870-0555 FACSIMILE: (205) 871-7534

WEB SITE: WWW.WALLACEJORDAN.COM

E-MAIL TO SENDER;

MICHAEL L. JACKSON MARK M. HOGEWOOD STEPHEN P. LEARA PHILLIP D. CORLEY, JR. MICHAEL J. VELEZIS HEATHER M. HARVILL MATTHEW D. FRIDY LAURA M. JACKMAN

800 SHADES CREEK PKWY SUITE 400 BIRMINGHAM, AL 35209

January 30, 2003

### **VIA FEDERAL EXPRESS** - (850) 245-6051

Florida Department of State Registration Section **Division of Corporations** 409 East Gaines Street Tallahassee, FL 32314

R. Dale Wallace, Jr. J. Birch Bowdre

MICHAEL J. BRANDT JAMES E. FERGUSON III

CECIL H. MACOY, JR. GLENN G. WADDELL WILLIAM B. STEWART

JAY H. CLARK LARRY S. LOGSDON

ALBERT L. JORDAN THOMAS M. EDEN III WILLIAM A. RATLIFF

KIMBERLY R. WEST

Re: TST Largo ASC Management, LLC

Our File No.: 003646-0033

Dear Sir or Madame:

With regard to the above-reference entity, please find enclosed the following:

Original and one copy of the Articles of Organization; and 1.

2. Check in the amount of \$130.00.

Please provide a Certificate of Status. I enclose a federal express envelope to be used in the return of the filed documents.

If you have any questions, I can be reached at (205) 874-0368. I appreciate your assistance.

Veryitruly yours,

Paralegal to Michael J. Brandt

/dkh

**Enclosures** 

Mr. Rance M. Sanders (via hand delivery w/o enclosures) cc:

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### ARTICLES OF ORGANIZATION

OF

TST LARGO ASC MANAGEMENT, LLC

#### ARTICLES OF ORGANIZATION

OF

### TST LARGO ASC MANAGEMENT, LLC

### ARTICLE I NAME

The name of the limited liability company is TST Largo ASC Management, LLC

## ARTICLE II ADDRESS

The location and mailing address of the principal office of the limited liability company are 800 Shades Creek Parkway, Suite 585, Birmingham, Alabama 35209.

# ARTICLE III REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and Florida mailing address of the registered agent of the limited liability company is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324.

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. 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 Chapter 608, F.S.

### CT CORPORATION SYSTEM

By: Dale W MORRIS

ASSISTANT VICE PRESIDENT

### ARTICLE IV EFFECTIVE DATE

The period of its duration is fifty (50) years; provided, that the limited liability company shall cease to exist upon dissolution of the limited liability company in accordance with the Operating Agreement of the limited liability company.

### ARTICLE V PURPOSES

The purpose for which the limited liability company is organized is:

- a. **Special Purpose.** To acquire, own, sell, exchange, mortgage, lease, operate, develop, manage or otherwise deal with real property or any interest therein;
- b. <u>General</u>. To engage in the transaction of any lawful business permitted under the laws of the State of Florida;
- c. <u>Borrower Money</u>. To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the limited liability company;
- d. <u>Make Contracts</u>. To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the limited liability company; and
- e. <u>Miscellaneous</u>. To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the limited liability company, subject to the terms and conditions of these Articles of Organization.

### ARTICLE VI INITIAL MEMBER

The name and address of the initial member of the limited liability company is as follows:

NAME D. M. Sandan MAILING ADDRESS

Rance M. Sanders

800 Shades Creek Parkway, Suite 585 Birmingham, Alabama 35209

### ARTICLE VII MANAGEMENT

Management of the limited liability company shall be vested in the manager, Rance M. Sanders, whose address is 800 Shades Creek Parkway, Suite 585, Birmingham, Alabama 35209, who shall serve as manager until his successor is selected and qualified.

### ARTICLE VIII ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the members of the limited liability company.

# ARTICLE IX DISSOCIATION OF MEMBER

Upon occurrence of an event of dissociation of a member in the limited liability company; the remaining members of the limited liability company, if any, shall have the right to continue the business of the limited liability company; provided, that (i) there is at least one remaining member, and (ii) the legal existence of the limited liability company is continued by the unanimous written consent of all remaining members within 90 days after the occurrence of the event of dissociation.

The undersigned, acting as the duly authorized person of the limited liability company named herein, executes these Articles of Organization this 29th day of January, 2003.

RANCE M. SANDERS

Manager and Sole Member

of TST Largo ASC Management, LLC

This instrument was prepared by: Michael J. Brandt, Esq. Wallace, Jordan, Ratliff & Brandt, L.L.C. 800 Shades Creek Parkway, Suite 400 Birmingham, Alabama 35209