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03 MAR -5 9:37
03 MAR -6 PM 1:14
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Hall Fax Capital Management LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION FOR
HALIFAX CAPITAL MANAGEMENT, LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: HALIFAX CAPITAL MANAGEMENT, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is:

1316 Wicklow Lane
Ormond Beach, FL 32174

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ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Robert E. Landry
1316 Wicklow Lane
Ormond Beach, FL 32174

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than two (2) Managers, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Managers shall also have the rights and

responsibilities described in the Operating Agreement of the Company. The names and addresses of the initial Managers are as follows:

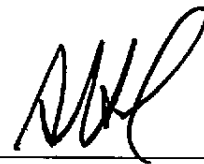
Robert E. Landry
1316 Wicklow Lane
Ormond Beach, FL 32174

E. Stephen Lackey
PO Box 731508
Ormond Beach, FL 32173

Such Managers shall serve in such capacity until the first meeting of the Members or until their successor(s) are duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



Scott MacLeod
Authorized Representative of a Member

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF HALIFAX CAPITAL MANAGEMENT, LLC

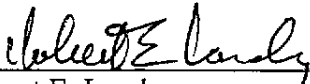
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, HALIFAX CAPITAL MANAGEMENT, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: HALIFAX CAPITAL MANAGEMENT, LLC.
2. The name of the registered agent and address of the registered office are:

Name: Robert E. Landry

Address: 1316 Wicklow Lane
Ormond Beach, FL 32174

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., Florida Statutes



Robert E. Landry

Date: February 22, 2003