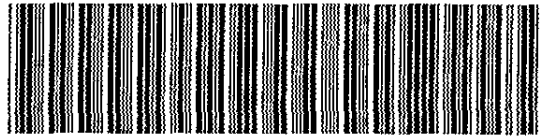


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TALLAHASSEE, FLORIDA



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(Address)

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**ALLEN & BILLINGTON, P.A.**

*Attorneys and Counselors at Law*

2000 Hwy. A1A, Second Floor • Indian Harbour Beach, FL 32937 •

Telephone: (321) 779-1211

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 13, 2003

Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Filing of VSM Holdings, LLC

Dear Division,

Please find enclosed articles to be filed immediately and a filing fee check in the amount of \$125.00. If you have any questions, please contact me.

Sincerely,

ALLEN & BILLINGTON, P.A.

By:

  
Herbert L. Allen, Jr.

Attorney at Law

HLA/lb

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
VSM HOLDINGS, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts these Articles of Organization in order to form a limited liability company under Chapters 608 of the Florida Statutes.

**ARTICLE I—NAME**

The name of this limited liability company shall be:

**VSM HOLDINGS, LLC**

hereinafter referred to as the “Company.”

**ARTICLE II—DURATION**

The Company shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III—PURPOSE**

The purpose of the Company is to engage in the use and development of real estate and all lawful activity that is not prohibited with respect to a limited company organized according to the laws of the State of Florida.

**ARTICLE IV—ADDRESS**

The initial street and mailing address of the principal place of business of the Company is:

305 Wilson Ave.  
Satellite Beach, FL 32937

**ARTICLE V—REGISTERED AGENT**

The initial name and address in Florida of the initial registered agent and office of the Company are:

Vipacharee McNeil  
1800 W. Hibiscus Blvd., Suite 106  
Melbourne, FL 32901

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**ARTICLE VI--ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company and otherwise in compliance with the provisions of Chapter 608, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI--MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining Member(s) of the Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the company upon unanimous agreement and as provided in the regulations of the Company.

**ARTICLE VIII--MANAGEMENT**

The Company shall be managed by one (1) or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until his successor(s) is duly elected shall be one. The names and addresses of such initial manager is:

Scott T. McNeil  
305 Wilson Ave.  
Satellite Beach, FL 32937

**ARTICLE IX--ADOPTION OF REGULATIONS**

The Members of the Company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

**ARTICLE X--AMENDMENT**

The Company shall have the power to amend or supplement these Articles of Organization when approved by sixty-five percent of the vote of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act on the 10<sup>th</sup> day of March, 2003

  
\_\_\_\_\_  
Scott T. McNeil

In accordance with Section 608.408(3) Florida Statutes, the execution of this document constitutes

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TALLAHASSEE, FLORIDA

and affirmation under the penalties of perjury that the facts herein stated are true.

  
\_\_\_\_\_  
Scott T. McNeil, Member

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.

  
\_\_\_\_\_  
Vipacharee McNeil