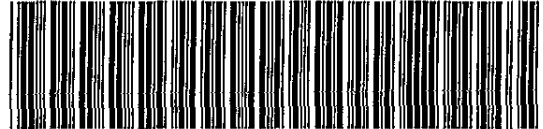


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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**BAILEY CONSULTING, LLC
1104 LYNX TRAIL
WINTER SPRINGS, FLORIDA 32789**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 20, 2003

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bailey Consulting, LLC
EIN: 04-3758290
Florida Articles of Organization

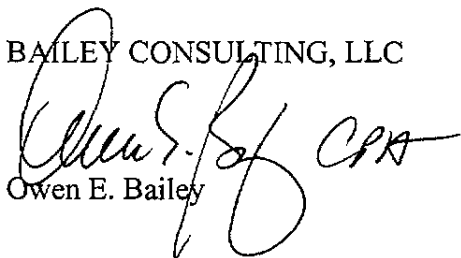
Dear Sir or Madam:

Enclosed are the Articles of Organization for Bailey Consulting, LLC and one check for \$125.00 made payable to the Florida Department of State for the Articles of Organization filing fee of \$100.00 and the Designation of Registered Agent filing fee of \$25.00.

Please contact me if additional information is required.

Sincerely,

BAILEY CONSULTING, LLC


Owen E. Bailey

**ARTICLES OF ORGANIZATION FOR
BAILEY CONSULTING, LLC
a FLORIDA LIMITED LIABILITY COMPANY**

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03 MAY 23 PM 12:06

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby certifies that she is establishing a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Limited Liability Company shall be **BAILEY CONSULTING, LLC**

The Florida mailing address and the Florida street address of its principal place of business is:

1104 Lynx Trail
Winter Springs, Florida 32789

ARTICLE II - DURATION

The period of this Company's duration is perpetual, commencing on the date of execution of these Articles of Organization.

ARTICLE III - MANAGEMENT

The business and affairs of this Company are to be managed by a Manager appointed in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE V - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent and office for this Company is Owen E. Bailey, 1104 Lynx Trail, Winter Springs, Florida 32789.

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03 MAY 23 PM 12

ARTICLE VII - AMENDMENTS

SECRETARY OF S
TALLAHASSEE, FL

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

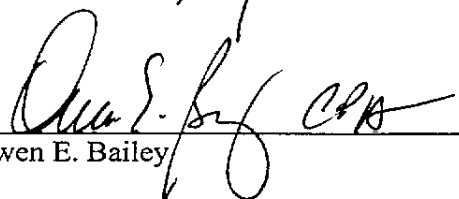
ARTICLE VIII - INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE IX - CONTINUATION OF BUSINESS

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, 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 WITNESS WHEREOF, the undersigned, as Authorized Representative, has executed these Articles of Organization as of this 20 day of May, 2003.


Owen E. Bailey

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

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03 MAY 23 PM 12:07

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATE
STATEMENT IN DESIGNATING THE REGISTERED AGENT/OFFICE, IN THE STATE OF FLORIDA
STATE
FLORIDA

1. The name of the limited liability company is Bailey Consulting, LLC
2. The name and address of the registered agent and office is:

Owen E. Bailey
1104 Lynx Trail
Winter Springs, Florida 32789

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.

Date: 5/20/2003


Owen E. Bailey