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TALLAHASSEE, FLORIDA

J. BRYAN JUN 25 2003



ValueOptions

More Choices. For More People.

June 16, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

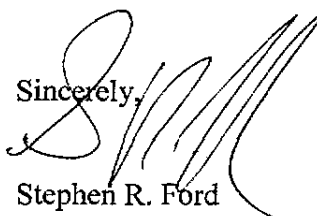
Re: **VALUEOPTIONS OF FLORIDA, LLC – Articles of Organization**

Dear Sir or Madam:

Please find enclosed for filing the original and a copy of the Articles of Organization for VALUEOPTIONS OF FLORIDA, LLC. Also enclosed is a check in the amount of \$155.00 for the filing fee, the designation of registered agent, and for a certified copy.

If you need any additional information, please feel free to call me at 757-459-5495. Thank you for your assistance.

Sincerely,



Stephen R. Ford

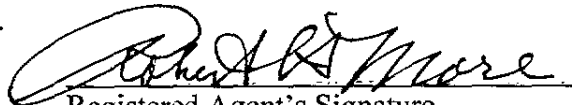
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
VALUEOPTIONS OF FLORIDA, LLC**

The undersigned, pursuant to Chapter 608 of the Florida Statutes, states as follows:

1. The name of the limited liability company is:
VALUEOPTIONS OF FLORIDA, LLC.
2. The address of the principal office of the limited liability company is:
240 Corporate Boulevard, Norfolk, Virginia 23502, which is located in the city of
Norfolk.
3. The name and the Florida street address of the registered agent are:
Robert More
3014 N. US 301, Suite 1000
Tampa, Florida 33619

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.


Registered Agent's Signature

4. The post office address of the principal office of the limited liability company where the records will be maintained pursuant to Section 608.4101 of the Florida Statutes is: 240 Corporate Boulevard, Norfolk, Virginia 23502
5. The limited liability company shall be managed by one or more managers elected by the member and only such managers, and not the member, shall have any

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power or authority to act for or on behalf of or to bind the limited liability company.

6. The operating agreement of the limited liability company shall be in writing, and may only be amended by an instrument in writing.
7. To the full extent that Chapter 608 of the Florida Statutes, as it exists on the date hereof or may hereinafter be amended, permits the limitation or elimination of the liability of a Member and Manager, a Member or Manager of the limited liability company shall not be liable to the limited liability company or its Members for monetary damages. If elimination of the liability is not permitted, the limitation of liability shall be (1) \$1.00 or the minimum amount allowed to be stated by Chapter 608 of the Florida Statutes if a specific dollar amount is required to be stated or (2) the full extent of the limitation set forth in Chapter 608 of the Florida Statutes if no specific dollar amount is required to be stated.

The limited liability company shall indemnify an individual made a party to a proceeding because he is or was a Member or Manager of the limited liability company against liability incurred in the proceeding if he conducted himself in good faith, and he believed, in the case of his conduct in his official capacity with the limited liability company, that his conduct was in its best interest; and in all other cases, that his conduct was at least not opposed to its best interests and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The determination whether a Member or Manager has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification. The limited liability company may not indemnify (1) in connection with a proceeding by or in the right of the limited liability company in which the Member or Manager was adjudged liable to the limited liability company, or (2) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

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The limited liability company shall pay for or reimburse the reasonable expenses incurred by a Member or Manager who is party to a proceeding in advance of final disposition of the proceeding if (1) the Member or Manager furnishes the limited liability company a written statement of his good faith belief that he has met the standard of conduct described herein, (2) the Member or Manager furnishes the limited liability company a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.

All terms defined in Chapter 608 of the Florida Statutes, and as enacted and in effect on the date of these articles of organization, shall have the same meaning when used in this article. In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this article shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person. Any amendment to or repeal of this item number 7 shall not adversely affect any right or protection of a Member or Manager of the limited liability company for or with respect to any acts or omissions of such Member or Manager occurring prior to such amendment or repeal. Notwithstanding the foregoing, payments under this section with respect to a claim for indemnification shall be reduced to the extent the Member or Manager has not made reasonable efforts to reduce the amount of an indemnified loss by seeking contributions from other sources.

8. Signature:



Rebecca H. White, Secretary

Dated: June 16, 2003

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