

# L03000023607

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

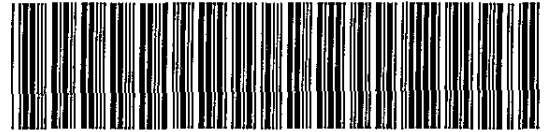
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EFFECTIVE DATE  
7/1/03

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03 JUN 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MARKS, LLP**

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GEOFFREY D. WITHERS

OF COUNSEL:  
JAMES W. MARKEL  
KEITH R. WATERS

\*BOARD CERTIFIED (CIVIL LITIGATION)  
\*BOARD CERTIFIED (BUSINESS LITIGATION)

June 19, 2003

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

**Re: Cuthill & Eddy LLC and  
Quantum Consulting Group LLC**

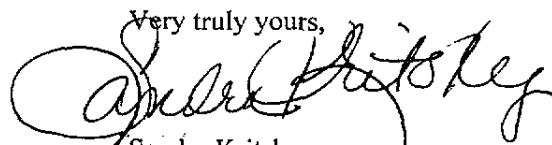
Dear Filing Clerk:

Enclosed for filing please find the following:

1. A Certificate of Conversion and an original and one copy of the Articles of Organization of Cuthill & Eddy LLC. Also enclosed is a check in the amount of \$150.00 made payable to the Department of State representing the required fee.
2. A Certificate of Conversion and an original and one copy of the Articles of Organization of Quantum Consulting Group LLC. Also enclosed is a check in the amount of \$150.00 made payable to the Department of State representing the required fee.

Please return a file-stamped copy of each of the Articles of Organization to our office (a self-addressed, stamped envelope is enclosed for your convenience). If you have any questions regarding this matter, please do not hesitate to contact us. Thank you.

Very truly yours,



Sandra Kritsky  
Legal Assistant to Jesse E. Graham, Sr.

Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION**

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

Cuthill & Eddy LLP

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

A. Date: July 21, 1975

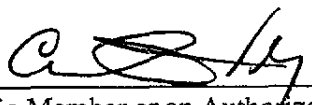
B. Jurisdiction: Florida

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Cuthill & Eddy LLC

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Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CARSON L. EDDY

Typed or Printed Name of Signee

**FILING FEES:**

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

EFFECTIVE DATE  
7/1/03

ARTICLES OF ORGANIZATION  
of  
CUTHILL & EDDY LLC

The undersigned, acting as organizer, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I  
NAME

The name of the Limited Liability Company shall be CUTHILL & EDDY LLC.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal office and street address of the limited liability company is: 1835 W. Morse Boulevard, Suite 200, Winter Park, Florida 32789-3750.

ARTICLE III  
DURATION

The Company's existence shall be perpetual and shall commence its existence as of the 1st day of July, 2003.

ARTICLE IV  
PURPOSE AND POWERS

1. Purposes. Except as restricted by these Articles of Organization, the Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, including without limitation, the acquisition, disposition, purchase, loan, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with real property, chattels and intangible property and all such other activities incidental or useful to the foregoing.

2. General Powers. Except as restricted by these Articles of Organization, the Company shall have and may exercise all powers and rights which a limited liability company may exercise legally pursuant to Chapter 608, Florida Statutes.

3. Public Accounting Firm. The Company shall have and may exercise all powers and rights which a limited liability company may exercise legally with respect to the practice of public accounting as defined in Chapter 473, Florida Statutes, ("Chapter 473"). The Company shall obtain and comply with all licensure requirements and no person shall be a Member except as required by Chapter 473.

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JUN 24 AM 9:30  
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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this limited liability company is Jesse E. Graham, Sr., Graham, Builder, Jones, Pratt & Marks, LLP, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.

**ARTICLE VI**  
**MANAGEMENT**

The Limited Liability Company is to be managed by a manager and is, therefore, a manager-managed company. The manager shall bear the title of Chief Executive Officer who shall have all the rights, duties, power, and authority of a manager, as defined by Chapter 608, Florida Statutes. Carson L. Eddy is hereby designated as the initial Chief Executive Officer. Notwithstanding that any other individual, employee, or Member of the Company may, from time to time, be designated as a "manager", as that term is commonly used to designate various supervisory roles in business, generally, only the individual designated as Chief Executive Officer in these Articles of Organization or in the Company's Operating Agreement, as amended from time to time, shall possess the rights, duties, power, and authority of a manager pursuant to Chapter 608, Florida Statutes. Only a Member of the Company may serve as Chief Executive Officer.

IN WITNESS WHEREOF, I have signed these Articles of Organization as organizer of Phill & Eddy LLC and acknowledge them to be my act this 17<sup>th</sup> day of June, 2003.

Name of Organizer:

  
Carson L. Eddy

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JUN 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me this 17<sup>th</sup> day of June, 2003, by Carson L. Eddy as organizer of the above limited liability company, and who (select one)

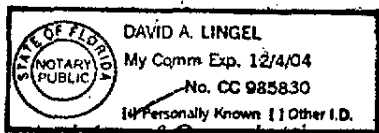
- is personally known to me or  
 has produced \_\_\_\_\_ as identification.

  
Notary Public

Print name: DAVID A LINGEL

My Commission Expires: 12/4/04

(SEAL)



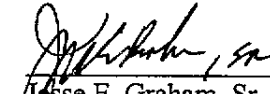
Articles of Organization

**ACCEPTANCE TO SERVE AS REGISTERED AGENT**

Pursuant to Sections 608.407(d) and 608.415, Florida Statutes, the undersigned, Jesse E. Graham, Sr., does hereby consent to serve as the Registered Agent of Cuthill & Eddy LLC and to accept service of process for the above stated company at the place designated in the Articles of Organization and hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent. Such Registered Agent's address for service of process shall be:

Jesse E. Graham, Sr., Esquire  
Graham, Builder, Jones, Pratt & Marks, LLP  
369 North New York Avenue, Third Floor  
Winter Park, Florida 32789

DATED: June 19, 2003.

  
\_\_\_\_\_  
Jesse E. Graham, Sr.  
Registered Agent

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