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OK

COOLEY&COMPANY

1203 Live Oak Street
New Smyrna Beach, FL 32168

Phone: 386-478-9645
Fax: 386-426-6052
Email: mccordk@workduet.att.net

January 9, 2004

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

To Whom It May Concern:

Attached please find a completed application for a L.L.C. along with a check for \$160 to pay for the incorporation, registered agent and both optional documents. I can be reached at 386-479-9645 during daytime hours (and also after 5 p.m.) if you have any questions.

Thank you for your assistance.

Sincerely,



Katharine L. Cooley, President
Cooley&Company

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cooley & Company L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Katharine L. Cooley
(Name of Person)

Cooley & Company L.L.C.
(Firm/Company)

1203 Live Oak Street
(Address)

New Smyrna Beach, FL 32168
(City/State and Zip Code)

For further information concerning this matter, please call:

Katharine L. Cooley at (386) 478-9645
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Cooley & Company L.L.C.

ARTICLE II - Address:

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

Principal Office Address:

1203 Live Oak Street

New Smyrna Beach

Florida 32168

Mailing Address:

same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Katharine L. Cooley
Name

1203 Live Oak Street
Florida street address (P.O. Box **NOT** acceptable)

New Smyrna Beach FLORIDA 32168
City, State, and Zip

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..

Katharine L. Cooley
Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Katharine L. Cooley
1203 Live Oak Street
New Smyrna Beach, FL 32168

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Katharine L. Cooley
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.)

Katharine L. Cooley
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA

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