

JAN-29-2004 THU 01:36 PM SMOOT ADAMS

FAX NO. 12394893144

c Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : SMOOT, ADAMS, EDWARDS, DORAGH & BRINSON, P.A.
Account Number : 071600002745
Phone : (239)489-1776
Fax Number : (239)489-2444

EFFECTIVE DATE
1-28-04

LIMITED LIABILITY COMPANY

PAYTN, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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ARTICLES OF ORGANIZATION

OF

PAYTN, LLC

EFFECTIVE DATE

1-28-04

1. Name. The name of this limited liability company is PAYTN, LLC (the "Company"), and it shall be formed as a limited liability company under Chapter 608, Florida Statutes.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. Place of Business. The mailing address and street address of the Company's principal office is 6704 Kestrel Circle, Fort Myers, Florida, 33912.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Michael Mowry. The street address of the initial registered agent of the Company is 6704 Kestrel Circle, Fort Myers, Florida, 33912.

6. Management of the Company. The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members of the Company and is, therefore, a manager-managed company.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Operating Agreement. The managers shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. Certificated Interests. The members' interests in the Company may, in the discretion of the managers, be evidenced by certificates.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the

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management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization as authorized representative of the Member(s) effective as of the 28 day of January, 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Eric P. Feichthaler

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SECRETARY
TALLAHASSEE

ATTORNEY
AND
FILED

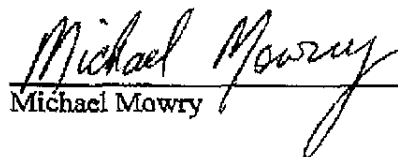
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 1-28-04, 2004


Michael Mowry

APPLICANT
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SECRETARY
TALLAHASSEE, FL 32311

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