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Benson, Mucci & Associates, LLP  
ATTORNEYS AT LAW

ONE FINANCIAL PLAZA, SUITE 1600  
FORT LAUDERDALE, FLORIDA 33394-1697

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FACSIMILE (954) 463-6963

February 5, 2004

Via UPS Overnight Delivery

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

Re: Legacy Financial Group, LLC  
Our File No.: 04-020

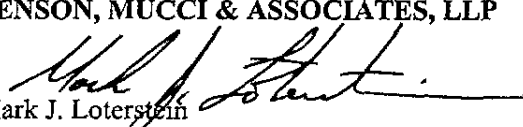
To Whom it May Concern:

Enclosed herewith on behalf of the above captioned Florida limited liability company, please find for filing with your office an original and one (1) copy of the Articles of Organization. In addition we have enclosed our check in the amount of \$125.00 representing the requisite filing fee. Kindly return a certified copy of the Articles of Organization in the self-addressed, stamped envelope provided for this purpose.

Thank you for your anticipated cooperation in this matter. If you have any questions regarding the enclosed, kindly contact the undersigned.

Very truly yours,

BENSON, MUCCI & ASSOCIATES, LLP

  
Mark J. Loterstein  
For the Firm

MJL/fmc  
enclosures  
cc: Byron Ranner  
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DIVISION OF CORPORATIONS  
04 MAR -3 PM 2:41

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February 26, 2004

**Via UPS Overnight Delivery**

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

**Re: Legacy Financial Services Group, LLC  
Our File No.: 04-020**


To Whom it May Concern:

Enclosed herewith on behalf of the above captioned Florida limited liability company, please find for filing with your office, an original and one (1) copy of the corrected Articles of Organization. A copy of your letter to me dated February 17, 2004, is enclosed for your ready reference. We requested that the prior filing be rejected because the proposed name of the entity was in use by another Florida entity. It is our understanding that the filing fee accompanying the prior filing will be applied to this new filing. Kindly return a certified copy of the Articles of Organization in the self-addressed, stamped envelope provided for this purpose.

Thank you for your assistance and cooperation in this matter. If you have any questions regarding the enclosed, kindly contact the undersigned.

Very truly yours,

BENSON, MUCCI & ASSOCIATES, LLP

  
Mark J. Loterstein  
For the Firm

MJL/fmc  
enclosures  
cc: Byron Ranner  
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 17, 2004

MARK J. LOTERSTEIN  
BENSON, MUCCI & ASSOCIATES, LLP  
ONE FINANCIAL PLAZA, SUITE 1600  
FORT LAUDERDALE, FL 33394-1697

SUBJECT: LEGACY FINANCIAL GROUP, LLC  
Ref. Number: W04000006782

We have received your document for LEGACY FINANCIAL GROUP, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Returning documents as requested for corrections.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 704A00010798

**ARTICLES OF ORGANIZATION  
LEGACY FINANCIAL SERVICES GROUP, LLC**

**A Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

**ARTICLE 1: NAME**

The name of the Limited Liability Company shall be **Legacy Financial Services Group, LLC** ("Company").

**ARTICLE 2: PURPOSE**

The Company may engage in any lawful business not prohibited by statute or law.

**ARTICLE 3: REGISTERED AGENT**

The name and address of the initial Registered Agent is Byron Ranner, One Financial Plaza, Suite 2600, Ft. Lauderdale, FL 33394

**ARTICLE 4: PRINCIPAL OFFICE**

The mailing address of the Company's principal office is One Financial Plaza, Suite 2600, Ft. Lauderdale, FL 33394.

**ARTICLE 5: MANAGEMENT**

The Company shall be managed by its Members.

**ARTICLE 6: DURATION**

The Company's existence shall be perpetual unless terminated by the written agreement of all the members or upon the occurrence of any other event which terminates the continued membership of a member unless the business of the Company is continued by the consent of all of the remaining members.

**ARTICLE 7: POWERS**

The Company shall have and exercise all the powers authorized by law or statute.

**ARTICLE 8: MEMBER LIABILITY**

Members shall not be personally liable for the debts, obligations, or liabilities of the Company unless a Member agrees in writing to be liable.

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## ARTICLE 9: ADDITIONAL MEMBERS

The Company may admit additional members at any time and in any manner by the unanimous written consent of all of the Members.

## ARTICLE 10: AMENDMENT

The power to amend, alter or repeal these Articles of Organization shall be vested in the Members. The Articles of Organization may be amended at any time and in any manner by the written consent of a majority of Members.

## ARTICLE 11: INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.

## ARTICLE 12: CERTIFICATES

The Company has the authority and shall issue Certificates of Membership to each Member evidencing that Member's interest in the Company. Certificates of Membership shall be signed by an officer of the Company.

## ARTICLE 13: TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of the Company may be transferred to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member. 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 transferor Member otherwise would be entitled.

Dated this 26 day of February, 2004.



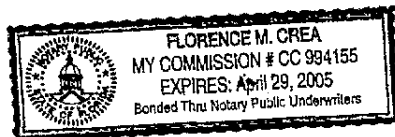
Byron Rainer, Member

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MAR - 3 PM 2:41

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Byron Rainer, who is to me well known to be the person described in and who subscribed to the above Articles of Organization, as a Member, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 26<sup>th</sup> day of February, 2004.



*Florence M. Crea*  
Notary Public, State of Florida  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE**

Having been named as Registered Agent and to accept service of process for the above named 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.

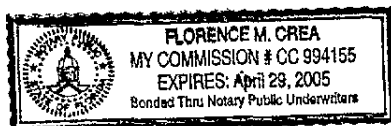
Dated: this 26<sup>th</sup> day of February, 2004.

*Byron Rainer*  
Byron Rainer

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Byron Rainer, who is to me well known to be the person described in and who subscribed to the above Articles of Organization, as Registered Agent, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 26<sup>th</sup> day of February 2004.



*Florence M. Crea*  
Notary Public, State of Florida  
My Commission Expires:

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