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Sp

WENDEL & CHRITTON
CHARTERED
ATTORNEYS AT LAW

JOHN F. WENDEL

Administrative and Governmental Law
Corporation and Business Law
Non-Profit/Tax Exempt Organizations
Sports Law

August 3, 2004
Via FedEx
8412 6311 3120

225 East Lemon Street
Suite 351
Post Office Box 2808
Lakeland, Florida 33806
Telephone (863) 603-7730
Fax (863) 603-7761
E-mail: jwendel@wendelchritton.com

In reply please refer to our file:

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

(7894) M-04-299-1
MELTON & ASSOCIATES, CHARTERED.
Miscellaneous/Correspondence

Ladies and Gentlemen:


Enclosed please find the following documents:

1. Original and one copy of the Articles of Organization for MELTON & ASSOCIATES, CHARTERED.
2. Our check for \$155.00 payable to "Secretary of State", and
3. Our self-addressed, stamped envelope.

Please do the following:

1. File the original Articles of Organization, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose. If possible, and if it is convenient, please forward a copy of the Articles of Organization, as filed, via facsimile transmission, to (863) 603-7761.
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
WENDEL & CHRITTON, CHARTERED

John F. Wendel

JFW/mds
Enclosures

cc: Mr. Thomas L. Melton (w/enclosures)
Virginia Harris, CPA (w/enclosures)

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ARTICLES OF ORGANIZATION
OF
MELTON & ASSOCIATES, CHARTERED

The undersigned, an architect duly licensed and legally authorized to render professional architectural services by and in the State of Florida, desiring to form a professional limited liability company pursuant to Chapter 608 and to Chapter 621, Florida Statutes, executes these Articles of Organization.

ARTICLE I.

The name of the professional limited liability company is MELTON & ASSOCIATES, CHARTERED.

ARTICLE II

The existence of this professional limited liability company shall commence on August 2004.

ARTICLE III.

The professional limited liability company shall have perpetual duration.

ARTICLE IV.

The street address of the initial principal office of the corporation is 119 South Kentucky Avenue, Lakeland, Florida 33803, and the mailing address of the corporation is 119 South Kentucky Avenue, Lakeland, Florida 33803.

ARTICLE V.

A. The sole and specific purpose for which the professional limited liability company is organized is the rendering of professional architectural services through members, employees, and agents who are duly licensed or otherwise legally authorized to render such professional architectural services within the State of Florida; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional architectural services to the public for which a license or other legal authorization is required; and, provided further, that nothing contained herein shall be interpreted to require that the right of an individual to be a member of the professional limited liability company, or to organize the professional limited liability company, is dependent upon the present or future existence of an employment relationship between him or her and the professional limited liability company, or his or her present or future active participation in any capacity in the production of the income of the corporation or in the performance of the professional architectural services rendered by the professional limited liability company.

B. The professional limited liability company shall not engage in any business other than the rendering of professional architectural services for which it is specifically organized; provided, however, that nothing herein shall be interpreted to prohibit the professional limited liability company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional architectural services.

ARTICLE VI.

A. The professional limited liability company may only have as its members a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional architectural services in the State of Florida. No member of the professional limited liability company shall enter into a voting trust agreement or any other type agreement vesting another person or entity with the authority to exercise the member's voting power in the professional limited liability company.

B. If any member, employee, or agent of the professional limited liability company who has been rendering professional architectural services to the public becomes legally disqualified to render such professional architectural services within the State of Florida or accepts employment that, pursuant to law, places restrictions or limitations upon that person's continued rendering of such professional architectural services, that person shall sever all employment with, and financial interests in, the professional limited liability company forthwith.

C. No member of the professional limited liability company may sell or transfer his or her membership in the professional limited liability company except to another professional corporation, professional limited liability company, or individual, each of which or whom must be eligible to be a member of the professional limited liability company.

ARTICLE VII.

The name and street address of the initial registered agent of the professional limited liability company is JOHN F. WENDEL, c/o WENDEL & CHRITTON, CHARTERED, Suite 351, 225 East Lemon Street, Lakeland, Florida 33801.

ARTICLE VIII.

The members may admit additional members with the written consent of each member.

ARTICLE IX.

The remaining members of the professional limited liability company have the right to continue the business on the bankruptcy, death, dissolution, expulsion, resignation, or retirement of a member, or the occurrence of any other event which terminates the continued membership of a member of the professional limited liability company.

ARTICLE X.

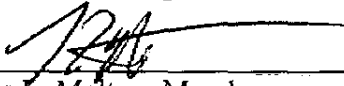
The management of the professional limited liability company shall be vested in its members.

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The initial member of this professional limited liability company is:

1. Thomas L. Melton, 119 South Kentucky Avenue, Lakeland, Florida 33801

IN TESTIMONY WHEREOF the undersigned, being the initial member of MELTON & ASSOCIATES, CHARTERED, executed these Articles of Organization this 3rd day of August, 2004.



Thomas L. Melton, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been designated to serve as Registered Agent of MELTON & ASSOCIATES, CHARTERED, hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of that office.

DATED this 3rd day of August, 2004.



John F. Wendel, Registered Agent

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