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**LAW OFFICES OF MARK F. DAHLE, P. A.**

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BUILDING A, SUITE 105 (33813)  
POST OFFICE BOX 6629  
LAKELAND, FLORIDA 33807-6629

MARK F. DAHLE

ALSO ADMITTED TO PRACTICE IN  
SOUTH CAROLINA AND BEFORE THE  
UNITED STATES TAX COURT

MEMBER OF:  
NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS  
NATIONAL ACADEMY OF ELDER LAW ATTORNEYS  
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December 30, 2004

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

FIRST CLASS MAIL

SUBJECT: AJP & EC Investment, LLC


Dear Sir or Madam:

Enclosed for filing, please find duly executed, duplicate originals of the Articles of Organization for the referenced new limited liability company, with attached acceptance by Registered Agent. Also enclosed is my check number 5981 in the amount of One hundred twenty-five Dollars (\$125.00), representing payment of the filing fee, designation of registered agent, and certified copy.

Please return the certified copy by first class mail. Thank you for your assistance.

Very truly yours,

Law Offices of Mark F. Dahle, P. A.

By   
Mark F. Dahle, Jr.

MFD:C3666.04:ml  
Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
AJP & EC INVESTMENT, L.L.C.**

**ARTICLE I  
Name and Principal Place of Business**

The name of this limited liability company is AJP & EC Investment, L.L.C.; the physical address of its principal office is 936 Wedgwood Lane, Lakeland, Polk County, Florida 33813, and its mailing address is the same.

**ARTICLE II  
Purposes**

This limited liability company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, in general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

**ARTICLE III  
Management and Exercise of Powers**

Management of this limited liability company is reserved to the members. The name and address of the initial managing member is as follows:

**ANTHONY J. PEWONSKI**  
936 Wedgwood Lane  
Lakeland, Florida 33813

The powers of this limited liability company shall be exercised by or under the authority of the members. The business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

**ARTICLE IV  
Duration**

Except as provided below, this limited liability company shall exist in perpetuity or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

Upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

**ARTICLE V  
Membership**

Except as provided otherwise in any applicable Members Agreement, new members of this limited

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ARTICLES OF ORGANIZATION OF AJP & EC INVESTMENT, L.L.C.

liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

**ARTICLE VI**  
**Capital Contributions**

Initial capital contributions of cash in the amount of Two Hundred Thousand and no one-hundredths dollars (\$200,000.00) shall be paid to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

**ARTICLE VII**  
**Profits and Losses**

- A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each member's then-outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31<sup>st</sup> of each year.
- B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

**ARTICLE VIII**  
**Initial Registered Office and Registered Agent**

The street address of the initial registered office of this limited liability company is 936 Wedgwood Lane, Lakeland, Florida 33813, and the name of the initial registered agent of this limited liability company address is ANTHONY J. PEWONSKI.

**ARTICLE IX**  
**Amendments**

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

IN WITNESS WHEREOF, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of AJP & EC Investment, L.L.C.

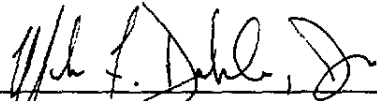
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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA


ARTICLES OF ORGANIZATION OF AJP & EC INVESTMENT, L.L.C.

L.L.C.

Executed this 29<sup>th</sup> day of December, 2004.

Signed sealed and delivered in the presence of:

  
Witness Signature: Mark F. Dahle, Jr.

  
Witness Signature: Thomas J. Gallo

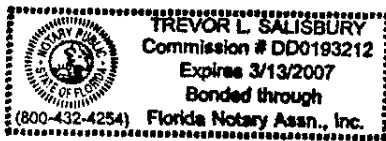
ANTHONY J. PEWONSKI  
Managing Member

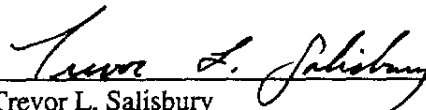
*Anthony J. Pewonski by his*  
By *Attorney in fact Julie A. Malcutt*  
ANTHONY J. PEWONSKI, by his Attorney-in-  
fact JULIE A. MALCUTT  
936 Wedgwood Drive  
Lakeland, Florida 33813

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me on the 29<sup>th</sup> day of December, 2004, ANTHONY J. PEWONSKI by his Attorney-in-fact JULIE A. MALCUTT, who has produced her Driver's License as personal identification.



  
Trevor L. Salisbury  
Notary Public, State of Florida  
My Commission Expires: March 13, 2007

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

C3666.00

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE  
AND ACCEPTANCE OF REGISTERED AGENT**

STATE OF FLORIDA

COUNTY OF POLK

Pursuant to the provisions of Section 608.415, Florida Statutes, AJP & EC Investment, LLC, a Florida limited liability company, submits the following statement designating its registered office and registered agent in the State of Florida:

The name of the registered agent is Mark F. Dahle and the street address of the initial registered office of this limited liability company is 5150 South Florida Avenue, Building A, Suite 105, Lakeland, Florida 33813.

DATED this 30<sup>th</sup> day of December, 2004.

AJP & EC INVESTMENT, LLC

*Anthony J. Pewonski*  
managing member, by

By: *Julie A. Malcutt*, Attorney-in-fact  
ANTHONY J. PEWONSKI, Managing  
Member, by JULIE A. MALCUTT,  
Attorney-in-fact

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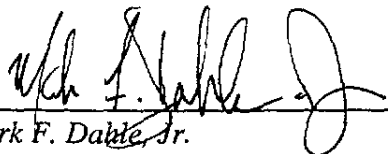
**ACKNOWLEDGMENT**

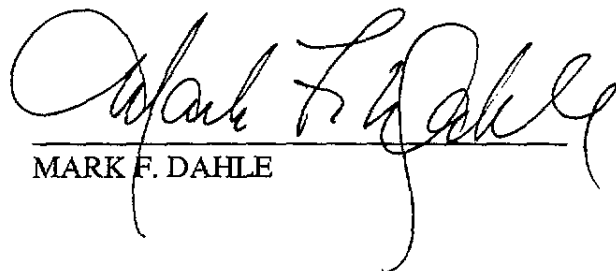
I, Mark F. Dahle of Law Offices of Mark F. Dahle, P. A., am the individual above named to accept service of process for the above-stated limited liability company at the address designated in this Statement. I hereby accept this appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my

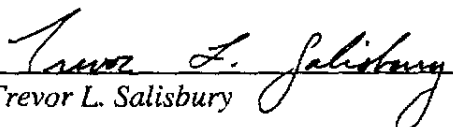
duties and I am familiar with and accept the obligations of my position as registered agent.

DATED this 30<sup>th</sup> day of December, 2004.

Signed sealed and delivered in the presence of:

  
Mark F. Dahle, Jr.

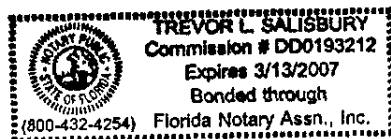
  
MARK F. DAHLE

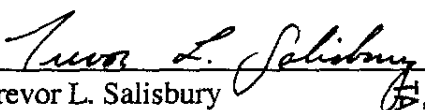
  
Trevor L. Salisbury

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me on the 30<sup>th</sup> day of December, 2004, by MARK F. DAHLE, who has produced a Florida Driver's License as personal identification.



  
Trevor L. Salisbury  
Notary Public, State of Florida  
My Commission Expires: March 2007

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TALLAHASSEE, FLORIDA