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EFFECTIVE DATE  
2/11/05

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

**FILE SECOND!**

CONTACT: KATIE WONSCH

DATE: 2/8/05

REF. #: 0672.34546

CORP. NAME: BPO<sup>3</sup>, LLC

**FILED**  
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- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

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TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
2/1/05

STATE FEES PREPAID WITH CHECK# 511344 FOR \$ 130.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE  
2/1/05

ARTICLES OF ORGANIZATION  
OF  
BPO<sup>3</sup>, LLC

05 FEB - 8 PM 12:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **BPO<sup>3</sup>, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist effective as of February 1, 2005 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 Florida.

4. Place of Principal Office. The mailing and street address of the Company's principal office is 1336 Preservation Way, Oldsmar, Florida 34677.

5. Registered Agent and Office. The name of the initial registered agent of the Company is F & L Corp. The street address of the initial registered agent of the Company is One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

6. 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.

7. Management of the Company. The management of the Company shall be vested in the managers of the Company.

8. Operating Agreement. The members 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.

The undersigned executed these Articles of Organization on the 7<sup>th</sup> day of February, 2005. (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.)

  
\_\_\_\_\_  
Randolph J. Wolfe, Authorized Representative

**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.

**F & L CORP**

Dated: February 7, 2005

By: \_\_\_\_\_

*Randolph J. Wolfe*

Randolph J. Wolfe, Vice President