

FROM : GASSMAN
Division of Corporations

FAX NO : (727) 443-5829

Mar. 09 2005 0:19PM
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Account Number : 075350000514
Phone : (727) 442-1200
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LIMITED LIABILITY COMPANY

ACADEMY OF FLORIDA WEALTH PROTECTION LAWYERS, L.L.C.

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FROM : GASSMAN

FAX NO. : 7274435829

Mar. 09 2005 01:20PM P2

Audit Fax#:H050000590043

ARTICLES OF ORGANIZATION

OF

ACADEMY OF FLORIDA WEALTH PROTECTION LAWYERS, L.L.C.,

a Florida Limited Liability Company

**ARTICLE I
NAME**

The name of this Limited Liability Company is ACADEMY OF FLORIDA WEALTH PROTECTION LAWYERS, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

1245 Court Street, Suite 102
Clearwater, FL 33756

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

Alan S. Gassman, Esquire
1245 Court Street Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

ARTICLES OF ORGANIZATION OF ACADEMY OF FLORIDA WEALTH
PROTECTION LAWYERS, L.L.C.
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ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by its members and the names and addresses of each such member who is to serve as a manager is:

Johnathan Alper
274 Kipling Court
Lake Mary, FL 32746

Alan S. Gassman
1245 Court Street, Suite 102
Clearwater, FL 33756

Craig R. Hersch
Sheppard Brett Stewart Et Al
9100 College Pointe Court
Fort Meyers, FL 33919

Denis Kleinfeld
Suntrust International, Ste. 1940
1 Southeast 3rd Avenue
Miami, FL 33131

Stuart R. Morris
Law Office of Stuart Morris
7000 W Palmetto Park Road
Boca Raton, FL 33433

ARTICLE V ADMISSION OF NEW MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

It shall require unanimous consent to add any Member to the Limited Liability Company, provided that one year after filing of these articles a new Member or Members may be added based upon written consent by 75% of the Members, and additionally consent must be received from any Member whose office is within 20 miles of any office operated by any new prospective Member. Each member will

ARTICLES OF ORGANIZATION OF ACADEMY OF FLORIDA WEALTH
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have equal ownership in the Company, but only the initial Members shall have management and manager rights, unless and until otherwise determined by a vote of 75% of the Members.

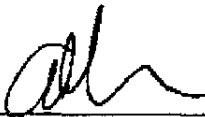
ARTICLE VI MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company shall not terminate the company, and the business of the company shall be automatically continued, so long as there is at least one remaining member.

ARTICLE VII LIMITED ACTIVITIES

The company's purpose is to permit certain lawyers who practice in the wealth protection area to share information, research, practice infrastructure, and advertising. No Member shall have any right or obligation to co-counsel, practice with, or to hold themselves out as practicing with any other Member without written consent of the other Member, and the Company will not practice law or be engaged in the practice of law.


ALAN S. GASSMAN, Managing Member

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FAX NO. : 7274435829

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9th day of March 2005, by ALAN S. GASSMAN, a Managing Member of ACADEMY OF FLORIDA WEALTH PROTECTION LAWYERS, L.L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

Ellen M. Tucker
Notary Public, State of Florida
My Commission Expires:



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ARTICLES OF ORGANIZATION OF ACADEMY OF FLORIDA WEALTH
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ACCEPTANCE OF REGISTERED AGENT

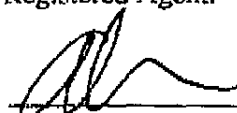
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: **ACADEMY OF FLORIDA WEALTH PROTECTION LAWYERS, L.L.C.**

The name and Florida street address of the Registered Agent are:

Alan S. Gassman
1245 Court Street, Suite 102
Clearwater, FL 33756

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


Alan S. Gassman

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ARTICLES OF ORGANIZATION OF ACADEMY OF FLORIDA WEALTH
PROTECTION LAWYERS, L.L.C.

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