

L05000046704

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

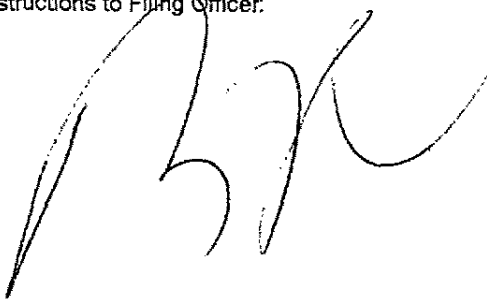
PICK-UP  WAIT  MAIL

(Business Entity Name)

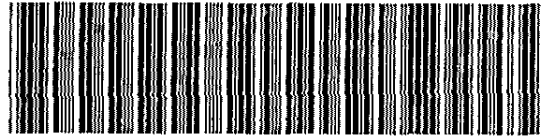
(Document Number)

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05/12/05--01002--010 \*\*160.00

RECEIVED  
05 MAY 11 PM 4:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
05 MAY 11 AM 7:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 05-11-05

REF. #: 000672.37953

CORP. NAME: HENRYBAIN VENTURES II, LLC

**FILED**  
05 MAY 11 AM 7:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 512543 FOR \$ 160.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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

PLEASE RETURN:

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |   |

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
HENRYBAIN VENTURES II, LLC

FILED  
05 MAY 11 AM 7:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **HENRYBAIN VENTURES II, 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's existence shall be effective as of May 5, 2005 and shall thereafter 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, subject to the Operating Agreement of the Company.

4. Place of Principal Office. The mailing address of the Company's principal office is **P. O. Box 1839, Tampa, FL 33601** and the street address of the Company's principal office is **110 S. Magnolia Avenue, Suite 204, Tampa, FL 33606**.

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, FL 32202**.


6. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial managers of the Company are **Suarez Financial Group, Inc.** and **Bain Investments, LLC**.

7. 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.

8. Additional Members. Additional members to the Company may be admitted, but only upon the consent of all of the other members of the Company at the time admission is sought, or as may otherwise be permitted under the Company's Operating Agreement.

The undersigned executed these Articles of Organization on the 11<sup>th</sup> day of May, 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.

  
\_\_\_\_\_  
Albert P. Silva,  
Authorized Representative of Member

**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.

By: Randolph J. Wolfe  
Randolph J. Wolfe, Vice President

Dated: May 11, 2005