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### Savage-Gaston & Hargrove, P.A.

500 Park Avenue South, Second Floor P.O. Box 3329 Winter Park, Florida 32789 Telephone: 407-628-2077 Facsimile: 407-628-2084

September 16, 2005

#### VIA CERTIFIED MAIL

(RETURN RECEIPT #7003 3110 0003 4863 6698)

Glenda E. Hood Secretary of State Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Incorporation Documents of

CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

Dear Ms. Hood:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for-profit limited liability company:

- 1. An original and copy of the Articles of Organization with the Affidavit of Membership and Contributions incorporated in the same in Article IX;
- 2. A Certificate of Designation of Registered Agent/Registered Office; and,
- 3. A check in the amount of \$125.00, payable to the Secretary of State, covering the costs of the corporate filing fee of \$100.00 and the registered agent/office fee of \$25.00.

Please send any communications regarding the above-referenced matter to the undersigned to the address indicated in the letterhead above.

Sincerely,

Charles D. Hargrove, Esquire

CDH\omds Enclosures

#### ARTICLES OF ORGANIZATION OF CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I/We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the above-identified limited liability company.

#### ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be CONSOLIDATED GOVERNMENT SERVICES, L.L.C. and its principal office shall be 500 Park Avenue South, Second Floor, City of Winter Park 32789, County of Orange, State of Florida, and its mailing address shall be P.O. Box 3329, Winter Park, Florida 32789 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### ARTICLE II INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office and agent of CONSOLIDATED€ GOVERNMENT SERVICES, L.L.C. is Charles D. Hargrove, Esquire, of the Law Offices of Savage-Gaston & Hargrove, P.A., located at 500 Park Avenue South, Second Floor, Carrio Winter Park 32789, Orange County, Florida.

#### ARTICLE III DURATION

CONSOLIDATED GOVERNMENT SERVICES, L.L.C. shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE IV **MANAGEMENT**

CONSOLIDATED GOVERNMENT SERVICES, L.L.C., is a manager-managed company consisting of two (2) managing members. The name and address of the person who shall serve as manager until his successor is elected and qualified is as follows:

1. Charles D. Hargrove President/Manager

500 Park Avenue South, Second Floor Winter Park, Florida 32789

2. Joyce Savage Gaston Vice President/Assistant Manager Winter Park, Florida 32789

500 Park Avenue South, Second Floor

### ARTICLE V OWNERSHIP INTEREST

The ownership interest in CONSOLIDATED GOVERNMENT SERVICES, L.L.C. are as follows:

Charles D. Hargrove 51% Joyce Savage Gaston 49%

#### ARTICLE VI MEMBERSHIP RESTRICTIONS

Regulations of CONSOLIDATED GOVERNMENT SERVICES, L.L.C., members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

Unless otherwise provided in the Regulations of CONSOLIDATED GOVERNMENT SERVICES, L.L.C., all members shall be entitled to vote on matters related to CONSOLIDATED GOVERNMENT SERVICES, L.L.C. and each members voting share shall be weighted in proportion to each member's pro rata share of ownership interest in CONSOLIDATED GOVERNMENT SERVICES, L.L.C. As such, each voting member's share will constitute that members total number of votes to be allocated to a matter to be voted on by the members of CONSOLIDATED GOVERNMENT SERVICES, L.L.C., unless otherwise provided in the Regulations of CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

Not less than 51% of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. shall be owned by one or more service-disabled veterans (as defined under Section 101, Title 38 U.S. Code); and the management and daily business operations of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. shall be controlled by one or more service-disabled veterans.

A member's interest in CONSOLIDATED GOVERNMENT SERVICES, L.L.C. may not be sold or otherwise transferred except with unanimous written consent of members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in CONSOLIDATED GOVERNMENT SERVICES, L.L.C. the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

### ARTICLE VII PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1. To engage in any activity or business authorized under the Florida Statutes.
- 2. In general, to carry on any and all incidental business;

..

- 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise

expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit CONSOLIDATED GOVERNMENT SERVICES, L.L.C. to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE VIII EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. by a majority vote of the members of CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

### ARTICLE IV CAPITAL CONTRIBUTIONS

Capital contributions of a member may be in cash, property or services rendered or promissory note as deemed appropriate by the members based on a majority vote by the same. Additional contributions may be required for investment purposes, as determined by majority consent of the members,

### ARTICLE X PROFITS AND LOSSES

(a) <u>Profit Sharing</u>. Members of CONSOLIDATED GOVERNMENT SERVICES, L.L.C., shall be entitled to the net profits arising from the operation of its business that remain after the payment of the expenses of conducting the business of CONSOLIDATED GOVERNMENT SERVICES, L.L.C., unless otherwise provided in the Regulations of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. and/or provided the future financial stability of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. is not jeopardized or threaten by the payment of said net profits. Notwithstanding the foregoing, if at any time it is decided by the members to pay net profits that they are entitled to, the timing of the payment and/or distribution of said net profits to members shall be determined by the managers or managing member(s) of CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

Net profits shall be allocated among the managers as mutually agreed upon by the managers as they deem appropriate.

(b) <u>Losses</u>. All losses that occur in the operation of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. business shall be paid out of the capital of CONSOLIDATED GOVERNMENT SERVICES, L.L.C. and the profits of its business.

## ARTICLE XI CERTIFICATION OF ARTICLES OF ORGANIZATION

The undersigned, being the original member of CONSOLIDATED GOVERNMENT SERVICES, L.L.C., certifies that this instrument constitutes the proposed Articles of Organization of CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

JOYCH SAVAGE GASTON

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

#### CONSOLIDATED GOVERNMENT SERVICES, L.L.C.

The name and address of the registered agent and office is:

CHARLES D. HARGROVE, ESQUIRE SAVAGE-GASTON & HARGROVE, P.A. 500 Park Avenue South, Second Floor P.O. Box 3329 Winter Park, Florida 32789

Having been named as registered agent and to accept service of process for the above stated corporation at the placed 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.

DATE: September //, 2005.

SIGNATURE:

HARLES D. HARGROVE, ESQ.