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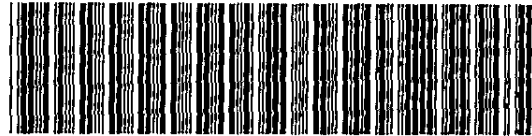
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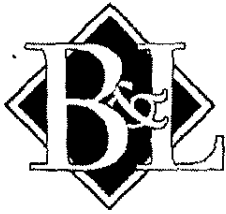


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# Bower & Liles, P.A.

ATTORNEYS AT LAW

Voice: (239) 931-9500  
Facsimile: (239) 931-0411  
Web: [www.bower-liles.com](http://www.bower-liles.com)

Marshall T. Bower  
Paul E. Liles  
Mark E. Lupe  
Molly A. Maggiano

Physical Address  
4315 Metro Parkway  
Suite 510  
Fort Myers, Florida 33916-7947

Mailing Address  
P.O. Box 61171  
Fort Myers, Florida 33906-1171

October 12, 2005

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Madelyn Isaacs & Associates Consulting, LLC

To Whom it May Concern:


The enclosed Articles of Organization are submitted for filing. I have also enclosed a check in the amount of \$160 dollar check made payable to Florida Department of State for the filing fee for the articles of organization and designation of registered agent, a certified copy of the articles for your records and a certificate of status.

Please return all correspondence concerning this matter to the following:

Mark E. Lupe  
Bower & Liles, P.A.  
4315 Metro Parkway  
Suite 510  
Fort Myers, FL 33916-7947

If you have any questions I may be reached at the number stated above.  
Thank you very much for your assistance.

Very truly yours,  
BOWER & LILES, P.A.

  
Mark E. Lupe

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**Articles of Organization of Madelyn Isaacs & Associates  
Consulting, LLC  
A Limited Liability Company**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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

The name of the limited liability company shall be Madelyn Isaacs & Associates Consulting, LLC, and its principal office shall be located at 12555 Grandezza Circle, City of Estero, Florida, County of Lee, State of Florida, 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  
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 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; to have and exercise all 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 do.
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, form, 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, and to perform and carry out, assign, cancel, or rescind any 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 entity or individual, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property 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 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.

### ARTICLE III Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company 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 the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV Management

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until otherwise discharged is as follows:

Madelyn L. Isaacs  
12555 Grandezza Circle  
Estero, Florida 33928

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ARTICLE V  
Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all 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 the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI  
Capital Contributions

The capital contribution of Madelyn L. Isaacs shall be in the amount of \$ 100.00 cash. The capital contribution of Christopher B. Smith shall be in the amount of \$100.00 cash. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII  
Profits and Losses

(A) *Profit Sharing*

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits as follows:

Madelyn L. Isaacs    51%

Christopher B. Smith 49%

The distributive share of the profits and/or losses shall be determined and paid to the members by the 31<sup>st</sup> day of December of each year.

(B) *Losses*

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to each member's interest.

ARTICLE VIII  
Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

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ARTICLE IX  
Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 12555 Grandezza Circle, Estero, Florida 33928, and the name of the company's first registered agent at the address is Madelyn L. Isaacs.

ARTICLE X  
Effective Date

These Articles of Organization shall be effective upon the date of filing with the Florida Department of State

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Madelyn Isaacs & Associates Consulting, LLC.

Executed by the undersigned at Lee County, Florida on the 11 day of October, 2005.

  
\_\_\_\_\_  
Madelyn L. Isaacs

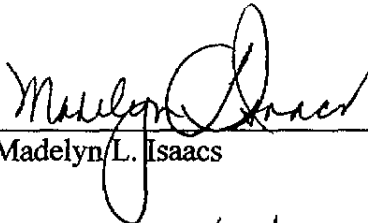
  
\_\_\_\_\_  
Christopher B. Smith

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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### Acceptance of Designation Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent to accept service of process for the above-stated limited liability company at 12555 Grandezza Circle, Estero, Florida 33928, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

  
\_\_\_\_\_  
Madelyn L. Isaacs

Dated: 10/11/05

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