

Division of Corporations

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Florida Department of State  
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## PEARL BUSINESS GROUP, LLC

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ARTICLES OF ORGANIZATION  
OF  
PEARL BUSINESS GROUP, LLC

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Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I  
NAME

The name of this limited liability company (the "Company") shall be PEARL BUSINESS GROUP, LLC.

ARTICLE II  
COMMENCEMENT & DURATION

Pursuant to §608.409, the Company shall commence existence on January 1, 2007 at 12:01 AM. Unless earlier terminated pursuant to the Act or the operating agreement (as defined in §608.402 (24) of the Act) of this Company, the period of its duration shall be perpetual.

ARTICLE III  
ADDRESS

The mailing address and the street address of the principal office of this Company shall be:

PEARL BUSINESS GROUP, LLC  
312 Hazeltine Drive  
DeBary, FL 32713

ARTICLE IV  
REGISTERED AGENT

The initial registered office of this Company shall be 450 N. Wymore Road, Winter Park, Florida 32789, and its initial registered agent at such office shall be W&P Services, Inc.

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**ARTICLE V  
ADDITIONAL MEMBERS**

Pursuant to §608.4232, of the Act, additional members may be admitted as provided in the operating agreement, as amended from time to time.

**ARTICLE VI  
CONTINUATION OF BUSINESS**

Pursuant to §608.441(1)(d), Florida Statutes, this Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no members.

**ARTICLE VII  
MANAGEMENT OF THE COMPANY**

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The Company may also designate persons as Directors, under the Operating Agreement, who shall act in a manner similar to directors of a corporation. The Chairman of the Board of Directors shall be entitled to a tie-breaking vote in the event the Directors are deadlocked. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Directors:	David A. Pearl	Chairman of the Board of Directors
	Cheryl L. Pearl	
Officers:	David A. Pearl	President, Treasurer
	Cheryl L. Pearl	Vice President, Secretary

The address of the managers shall be as follows:

312 Hazeltine Drive  
DeBary, FL 32713

**ARTICLE XI  
Transfer of Membership Interests in Company**

If, from time to time, the operating agreement among all of the Members of the Company provides that the Company has elected, for Federal income tax purposes, to be treated as a Subchapter S corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of interests of the Members in the Company made not in accordance with such agreement,

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which transfer would or might have the effect of terminating qualification of the Company for S corporation status, whether by operation of law or otherwise, are null and void ab initio.

IN WITNESS WHEREOF, the undersigned, an authorized agent for a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.408(1)(a) of the Act.

  
David A. Webster, authorized agent for a member of the Company


Dated: Dec 29 2006

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

PEARL BUSINESS GROUP, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates W&P Services, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 450 N. Wymore Road, Winter Park, Florida 32789.

DATED this 29th day of Dec 2006.

  
David A. Webster, authorized agent for a member of the Company

Having been named as registered agent to accept service of process for the above named limited liability company, at the place designated in this certificate, I, on behalf of W&P Services, Inc., as its president, hereby agree to 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.

DATED this 29th day of Dec 2006.

W&P Services, Inc., a Florida corporation

By:   
David A. Webster, President

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