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# CAPITAL CONNECTION, INC.

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R. Edelman & Associates	LAC S	語って
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### ARTICLES OF ORGANIZATION

OF

#### R. EDELMAN & ASSOCIATES, L.L.C.

ALLANDS SEE TO MOS

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

#### 1. Name

The name of the limited liability company is R. EDELMAN & ASSOCIATES, L.L.C. (hereinafter referred to as the "Company").

#### 2. Period of Duration

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

## 3. Purpose

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

#### 4. Address Of Place Of Business

The mailing address for the Company is 8892 Pinehurst Drive, Seminole, Florida 33777, and the street address of the place of business for the Company is the same. These addresses may be changed from time to time as provided in the Operating Agreement.

#### 5. Registered Agent

The initial registered agent in Florida for the Company is ROGER L. EDELMAN, and the initial registered office is located at 8892 Pinehurst Drive, Seminole, Florida 33777.

#### 6. <u>Capital Contributions</u>

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

#### 7. Members

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

#### 8. Continuity of Business

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued, and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

#### 9. Management

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and Section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

#### 10. Indemnification

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at St. Petersburg, Florida, on June 29, 2007.

R. EDELMAN & ASSOCIATES, a Florida limited liability company

Edelman, Member/Manager

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on June 29, 2007, by ROGER L. EDELMAN, as Member/Manager of R. EDELMAN & ASSOCIATES, L.L.C., who (x) is personally known to me or ( ) produced. as identification.

Public State of Florida

(Seal)

John L Green, Jr. MY COMMISSION # DD232543 EXPIRES August 12, 2007 BONDED THRU TROY FAIN INSURANCE, INC.

JLG\E302\art.org

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, R. EDELMAN & ASSOCIATES, L.L.C., 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 R. EDELMAN & ASSOCIATES, L.L.C.;
- 2. The name and street address of the registered agent in Florida are:

Roger L. Edelman 8892 Pinehurst Drive Seminole, Florida 33777

R. EDELMAN & ASSOCIATES, L.L.C.

Roger L. Edelman, President

Dated: 6/29/07

The undersigned, being the person named in the Articles of Organization of R. EDELMAN & ASSOCIATES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with all statutes relating to the proper and complete performances of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Roger L. Edelman

Registered Agent