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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Proctor Holdings, LLC*

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- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- ☒ \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- ☒ \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_

Signature \_\_\_\_\_

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Date \_\_\_\_\_

Time \_\_\_\_\_

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 5, 2007

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: PROCTOR HOLDINGS, LLC  
Ref. Number: W07000031483

**RE-SUBMIT**  
**PLEASE OBTAIN THE ORIGINAL**  
**FILE DATE**

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We have received your document for PROCTOR HOLDINGS, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

**RE-SUBMIT**  
**PLEASE OBTAIN THE ORIGINAL**  
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Buck Kohr  
Document Specialist

Letter Number: 007A00043077

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**PROCTOR HOLDINGS OF VERO, LLC**

**ARTICLE II - STREET ADDRESS**

The street address of the principal office of the Limited Liability Company is:

**3001 Ocean Drive, Suite 202  
Vero Beach, Florida 32963**

**ARTICLE III - MAILING ADDRESS**

The mailing address of the principal office of the Limited Liability Company is:

**3001 Ocean Drive, Suite 202  
Vero Beach, Florida 32963**

**ARTICLE IV - REGISTERED AGENT, REGISTERED OFFICE  
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the initial Registered Agent are:

**J. VINCENT BOYLE  
700 20<sup>th</sup> Street  
Vero Beach, Florida 32960**

*Having been named as initial Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Article of these Articles of Organization, I hereby accept the designation 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 as provided for in Chapter 608 of the Florida Statutes.*

  
J. VINCENT BOYLE, Registered Agent

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TALLAHASSEE, FLORIDA

#### **ARTICLE V - MANAGEMENT**

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company. The Manager(s) shall be elected in the manner prescribed in the Operating Agreement for this Limited Liability Company. No member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a member.

The initial Manager of the Limited Liability Company shall be **DONALD C. PROCTOR, SR.**, and shall serve as such until such Manager resign, is removed, or can no longer serve for any reason as provided in the Operating Agreement for this Limited Liability Company.

#### **ARTICLE VI - GOVERNED BY OPERATING AGREEMENT**

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement, as the same may be amended or modified, in writing, from time to time.

#### **ARTICLE VII - EFFECTIVE DATE**

These Articles of Organization shall be effective upon the date of filing.

**IN WITNESS WHEREOF**, the undersigned, an authorized representative of a member of the Limited Liability Company, has affixed his signature this 3rd day of July, 2007.

Todd W. Fennell  
**TODD W. FENNELL**