

W0700010304

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 9, 2007

JOEL LEE SHERMAN
P.O. BOX 10244
TAMPA, FL 33679-0244

SUBJECT: THE SHERMAN LAW FIRM PLLC
Ref. Number: W07000032302

We have received your document for THE SHERMAN LAW FIRM PLLC. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(4), 617.01201, or 608.4081, Florida Statutes, requires corporate documents to be typewritten or printed in ink.

A brief description of the entity's nature of business must be included in the document.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 207A00043643

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THE SHERMAN LAW FIRM, PLLC

Attorneys At Law
P.O. Box 10244
Tampa, Florida 33679-0244
Telephone: (813) 251-2923
Facsimile: (813) 288-0924

FAX COVER SHEET

TO: Agnes

FAX NO.: (850) 245-6050

FROM: Joel Lee Sherman, Esquire

RE:

NUMBER OF PAGES (INCLUDING COVER PAGE) 6

ORIGINAL X WILL _____ NOT FOLLOW VIA U.S. MAIL.

SPECIAL MESSAGE:

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**ARTICLES OF ORGANIZATION
OF
THE SHERMAN LAW FIRM, P.L.L.C**

The undersigned, acting as the managing member of The Sherman Law Firm, P.L.L.C., and pursuant to Section 608.407 of the Florida Limited Liability Company Act and Chapter 621 of the Professional Service Corporation and Limited Liability Company Act, executes the following Articles of Organization:

Article I - Name

The name of the Professional Limited Liability Company (the "Company") is:

The Sherman Law Firm, P.L.L.C.

Article II - Mailing and Street Address of Principal Office

The mailing address of the Company shall be Post Office Box 10244, Tampa, Florida 33679, and the street address of the principal office of the Company shall be 4016 Zelar Street, Tampa, Florida 33629.

Article III - Initial Registered Agent and Address

The name and address of the initial Registered Agent of the Company for service of process is Joel Lee Sherman, 4016 Zelar Street, Tampa, Florida 33629.

Article IV - Effective Date and Duration

The existence of the Company will commence on the fifth business day preceding the date these Articles are filed with the Florida Department of State, and the existence of the Company shall continue in perpetuity.

Article V - Purpose

The Company may engage in any aspect of the practice of law and shall not engage in any business other than the practice of law.

Article VI - Powers

The Company shall have all powers granted to all professional limited liability companies under the Professional Service Corporation and Limited Liability Company Act except that the Company shall not have the power to engage in any business other than the rendition of professional services for which it was organized as set forth in Article V hereof. Notwithstanding the foregoing, the Company may invest its funds in bonds, stocks, mortgages, real estate, and other types of

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investment, and the Company may own any real or personal property that is necessary for the rendition of the professional services set forth in Article V hereof.

Article VII - Rendition of Professional Services

The Company shall render the professional services described in Article V hereof only through its agents, officers, members and employees agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law. The term "employees" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or legal authorization is required.

Article VIII - Members

No person or entity other than a professional corporation, professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to practice law in the State of Florida shall be a member of this Company.

Article IX - Management of Company

The Company shall be a manager-managed professional limited liability company. The name and address of the initial manager are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Joel Lee Sherman | 4016 Zelar Street Tampa, Florida 33629 |

Article X - Limitation on Transfer of Ownership Interest

The Company may only transfer ownership only to persons who or entities which are legally authorized to practice law in the State of Florida. In the event that a member:

- a. becomes legally disqualified to practice law in the State of Florida;
- b. is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon the rendition of professional services as an attorney;
- c. sells, assigns, conveys, pledges, transfers, hypothecates, or otherwise disposes of, or attempts to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any ownership interest in the Company to any person ineligible by law or by these Articles of Organization to be a member of the Company, or if the sale, assignment, conveyance, pledge, transfer, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any ownership interest in the

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Company is done in a manner prohibited by law, the Articles of Organization, or the Operating Agreement of the Company; or

- d. suffers an execution to be levied upon its, his, or her ownership interest, or the ownership interest is subject to sale or other process, the effect of which is to vest any legal or equitable interest of the ownership interest in some person other than the member;

the employment of that member will automatically terminate and the ownership interest of the member immediately shall be deemed forfeited; the Company shall immediately cancel the ownership interest of the member; and the member or other person or entity in possession of the ownership interest shall be entitled to only receive payments for the value of the ownership interest which, in the absence of an Operating Agreement provision, a written agreement between the Company and its members, or a written agreement among the members of the Company, shall be the net book value as of the last day of the month preceding the month in which any of the events enumerated above occurs. The member whose ownership interest becomes forfeited and is canceled by the Company shall immediately cease to be a member, and except as to the member's right to receive payment for the interest in accordance with the foregoing provision and the payment of any other sums then lawfully due and owing to the member by the Company, the member shall terminate its, his, or her employment with the Company and shall have no further financial interest of any kind with the Company. Any Operating Agreement provision, written agreement between the Company and its members, or written agreement among the members of the Company, addressing these events shall control over these Articles of Organization.

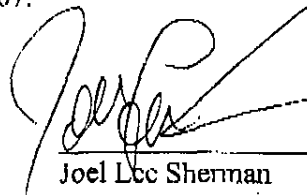
Article XI - Alienation of Ownership Interest

No member of the Company shall sell or transfer ownership interest in the Company except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a member of the Company, and in compliance with the Operating Agreement.

Article XII - Amendment of Articles of Organization

The Articles of Organization of the Company may be amended by a vote of a Majority of the Interest of the members (as that term is defined in the Operating Agreement of the Company).

Executed on the 15th day of October, 2007.



Joel Lcc Sherman
Managing Member of
The Sherman Law Firm, P.L.L.C.

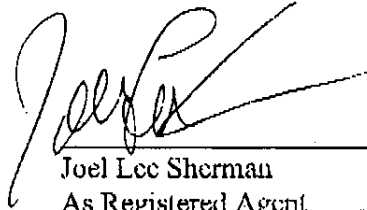
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Certificate Designating Registered Agent

Pursuant to Section 608.415, Florida Statutes, the following is submitted to designate a registered office and registered agent in the State of Florida:

That The Sherman Law Firm, P.L.L.C., desiring to organize as a professional limited liability company under the laws of the State of Florida with its initial registered office, as indicated in the foregoing Articles of Organization, at 4016 Zelar Street, Tampa, Florida 33629, and mailing address of Post Office Box 10244, Tampa, Florida 33679, has named Joel Lee Sherman as its registered agent to accept service of process within the State of Florida.

Having been named as registered agent and accept service of process for The Sherman Law Firm, P.L.L.C. at 4016 Zelar Street, Tampa, Florida 33629, I hereby accept the appointment as registered agent for the Company 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 of registered agent as provided for in Chapter 608, Florida Statutes.


Joel Lee Sherman
As Registered Agent

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