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TALLAHASSEE FLORIDA

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ABEL, TOBAYGO, SISEK, GRUSZYNSKI, & JAMES, P.L.

ATTORNEYS AND COUNSELORS AT LAW

SARASOTA OFFICE

3307 Clark Road, Suite 203
Sarasota, Florida 34231
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Please Respond To Sarasota Office

GREGG W. ABEL, ESQ. *
ANGELA D. TOBAYGO, ESQ.
MARGARET L. SISEK, ESQ. **
LINDA K. GRUSZYNSKI, ESQ. ***
DAVID B. JAMES, ESQ.
HARRY M. WALSH, Paralegal
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* Also licensed in Texas

** Also licensed in Ohio

*** Also licensed in Georgia

December 21, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

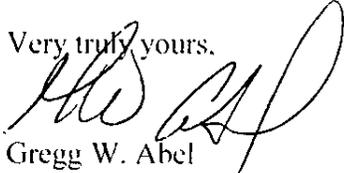
Re: Initial Incorporation of Abel, Tobaygo & Sisek, P.L.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles Of Organization associated with the above-referenced professional limited liability company, and a check in the amount of \$130.00 to cover the filing fee, designation of agent, and a certificate of status.

Please contact me immediately if you have any questions associated with this matter.

Very truly yours,


Gregg W. Abel

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 26, 2007

ABEL, TOBAYGO, SISEK GRUSZYNSKI & JAMES, P.L.
3307 CLARK ROAD, SUITE 203
SARASOTA, FL 34231

SUBJECT: ABEL, TOBAYGO & SISEK, P.L.
Ref. Number: W07000061986

We have received your document for ABEL, TOBAYGO & SISEK, P.L. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 507A00071559

ARTICLES OF ORGANIZATION OF
ABEL, TOBAYGO & SISEK, P.L.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a professional limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional 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 this professional limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the professional limited liability company shall be ABEL, TOBAYGO & SISEK, P.L., and its principal office shall be located at 3307 Clark Road, Ste. 203, Sarasota, FL 34231, 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

This professional limited liability corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law limited liability corporation and to carry on services incidental to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through members, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE III. EXERCISE OF POWERS

All professional limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this professional limited liability company shall be managed under the direction of, one or more members of this professional limited liability company. This Article may be amended from time to time in the regulations of this professional limited liability company by a unanimous vote of the managing members of this professional limited liability company.

ARTICLE IV. MANAGEMENT

This professional limited liability company shall be managed by two member managers. The names and addresses of the persons who shall serve as member managers until successors are elected and qualified are:

The Abel Law Group, P.A., 4750 Meadowview Blvd., Sarasota, FL 34233, by and through its President, Gregg W. Abel, SBN: 0695319 (who will also serve at the company's designated tax matters member), and

The Tobaygo Law Group, L.L.C., 2407 Breakwater Circle, Sarasota, FL 34231, by and through its Director, Angela D. Tobaygo, SBN: 0706981.

ARTICLE V. MEMBERSHIP RESTRICTIONS

New members may be admitted by the unanimous consent of the managing members. Contributions required of new members shall be determined as of the time of admission to the professional limited liability company.

A member's interest in the professional limited liability company may not be sold, encumbered, or otherwise transferred except with unanimous written consent of the managing members.

On the death, retirement, resignation, withdrawal, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the professional 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

Capital contributions in the amount of \$1,000.00 shall be paid to the professional limited liability company by the members in equal shares. Additional contributions will be made as required for business and/or investment purposes, as determined by unanimous consent of the managing members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

a. Profits sharing: The members shall annually be entitled to receive their proportionate share, as that term is defined in the professional limited liability company's operating agreement, of the net profits arising from the operation of the professional limited liability company that remain after the payment of the expenses of conducting the business of the professional limited liability company, subject to the determination by the managing members that such a distribution is in the professional limited liability company's best interest. This determination shall be completely within the discretion of

the managing members and is not otherwise subject to review or contest by anyone other than a member of the professional limited liability company.

b. Losses: All losses that occur in the operation of the professional limited liability company's business shall be paid out of the capital of the professional limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in accordance with their proportionate interest in the professional limited liability company, as that term is defined in the professional limited liability company's operating agreement.

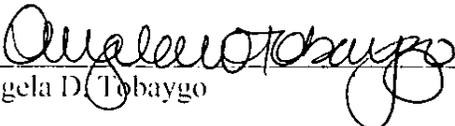
ARTICLE VIII. DURATION

This professional limited liability company shall exist until 2050, or until it is otherwise dissolved in a manner provided by law, or as provided in the professional limited liability company's operating agreement.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the professional limited liability company is 3307 Clark Road, Ste. 203, Sarasota, FL 34231, and the name of the company's registered agent at that address is Angela D. Tobaygo, Esq..

I, Angela D. Tobaygo, Esq., hereby am familiar with and accept the duties and responsibilities as registered agent for this limited liability company.

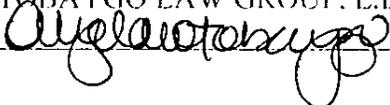


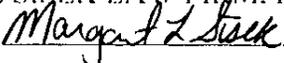
Angela D. Tobaygo

The undersigned, being all of the original members of the professional limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ABEL TOBAYGO, SISEK, P.L..

Executed by the undersigned at Sarasota, Florida, on the 31st day of December 2007.

ABEL LAW GROUP, P.A.
BY: _____

THE TOBAYGO LAW GROUP, L.L.C.
BY: _____

THE SISEK LAW FIRM, P.L.
BY: _____

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