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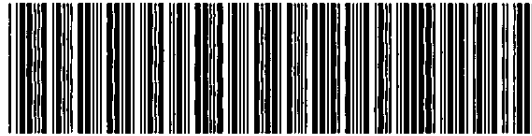
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T. HAMPTON

MAR 25 2008

EXAMINER

**JOHN R. MENTZER, III**  
ATTORNEY AND COUNSELOR AT LAW

3772 COUNTRYSIDE ROAD  
SARASOTA, FLORIDA 34233  
OFFICE: 941.927.9337  
MOBILE: 941.350.7145  
EMAIL: j.mentzer@verizon.net

March 21, 2008

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: John R. Mentzer, III & Associates, P.L.

Ladies and Gentlemen:

Enclosed for filing please find the Articles of Organization for the above-referenced professional limited liability company, together with my check in the amount of \$125.00 to cover the applicable filing fees.

Please return all correspondence concerning this matter to me at the above address. If you have any questions or require additional information, please do not hesitate to contact me at the phone numbers listed above.

Thank you.

Sincerely,



John R. Mentzer, III

**JOHN R. MENTZER, III & ASSOCIATES, P.L.**

**ARTICLES OF ORGANIZATION**

The undersigned, being duly admitted to practice law in the State of Florida, hereby forms and organizes a limited liability company pursuant to the Professional Service Corporation and Limited Liability Act of the State of Florida (hereinafter referred to as the "Act"), and, in connection therewith, hereby certifies and states as follows:

1. Name. The name of the limited liability company (hereinafter referred to as the "Company") is:

John R. Mentzer, III & Associates, P.L.

2. Principal Office. The mailing and street address of the principal office of the Company is:

3772 Countryside Road  
Sarasota, Florida 34233

3. Registered Agent; Registered Office.

(a) The street address of the initial registered office of the Company is:

3772 Countryside Road  
Sarasota, Florida 34233

(b) The name of the initial registered agent for service of process upon the Company is:

John R. Mentzer, III

(c) The registered agent of the Company named herein is a resident of the State of Florida whose business office is identical to the registered office of the Company.

4. Purpose. The purpose for which the Company is formed is to engage in the general practice of law through its members, officers, employees and agents who are duly admitted to practice law in the State of Florida; *provided, however*, that nothing contained herein shall be interpreted to prohibit the Company from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, from owning real or personal property necessary for the rendering of the professional services for which the Company has been organized to provide, or from exercising any powers necessary, appropriate, advisable, convenient or incidental to or for the furtherance of its purpose.

5. Powers. The Company shall have all the general powers granted by law to limited liability companies organized under Act and all other powers not inconsistent with law that are necessary, appropriate, advisable, convenient or incidental to or for the furtherance of its purpose, including, without intended limitation, the power to:

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(a) conduct its business, carry on its operations and have and exercise the powers granted to a limited liability company by the Act in any state, territory, district or jurisdiction in which it shall be lawful for the Company to engage in the general practice of law;

(b) acquire, by purchase, lease, contribution of property or otherwise, and to own, hold, operate, maintain, finance, sell, convey, mortgage, transfer, demolish or dispose of any real or personal property necessary for engaging in the general practice of law;

(c) enter into, perform and carry out contracts of any kind necessary, appropriate, advisable, convenient or incidental to or for the furtherance of its purpose, including, without limitation, contracts with any member or any person or other entity that directly or indirectly controls, is controlled by, or is under common control with any member, or any agent of the Company;

(d) purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of domestic or foreign corporations, associations, general or limited partnerships (including, without limitation, the power to be admitted as a partner thereof and to exercise the rights and perform the duties created thereby), trusts, limited liability companies (including, without limitation, the power to be admitted as a member or appointed as a manager thereof and to exercise the rights and perform the duties created thereby), and other entities or individuals, or direct or indirect obligations of the United States or any foreign country or of any government, state, territory, governmental district or municipality or of any instrumentality of any of them;

(e) invest and reinvest its funds, to lend money for any proper purpose, and to and to take and hold real and personal property as security for the payment of funds so loaned or invested;

(f) sue and be sued, complain and defend and participate in administrative or other proceedings, in its name;

(g) negotiate, enter into, renegotiate, extend, renew, terminate, modify, amend, waive, execute, acknowledge or take any other action with respect to any lease, contract or security agreement in respect of any assets of the Company as may be necessary, appropriate, advisable, convenient or incidental to or for the furtherance of its purpose; and

(h) borrow money as may be necessary, appropriate, advisable, convenient or incidental to or for the furtherance of its purpose, and, in connection with such borrowings, to issue evidences of indebtedness; to refinance existing indebtedness; to mortgage or otherwise encumber the property of the Company; and to pledge or hypothecate or otherwise encumber any of the other assets and revenues of the Company; provided that no creditor who makes a loan to the Company may have or acquire at any time any direct or indirect interest in the profits, capital or property of the Company other than as a secured creditor.

6. Management.

(a) The business and affairs of the Company shall be managed by or under the direction and supervision of the Managing Member of the Company. The Managing Member shall be the sole and exclusive agent of the Company, and the actions of the Managing Member taken in such capacity on behalf of the Company shall bind the Company. No other person shall have any power or authority to act as an agent of the Company or otherwise bind the Company in any manner.

(b) The Managing Member shall have full, exclusive and complete discretion to manage and control the business and affairs of the Company, to make all decisions affecting the business and affairs of the Company and to take all such actions as he deems necessary or appropriate to accomplish the purposes of the Company.

(c) Any person or entity dealing with the Company or the Managing Member may rely upon a certificate signed by the Managing Member as to: (i) the identity of the Managing Member; (ii) the existence or non-existence of any fact or facts that constitute a condition precedent to acts by the Managing Member or are in any other manner germane to the affairs of the Company; (iii) the authority of the Managing Member to execute and deliver any instrument or document of or on behalf of the Company; or (iv) any act or failure to act by the Company or as to any other matter whatsoever involving the Company or the Managing Member.

(d) John R. Mentzer, III shall be the initial Managing Member of the Company.

7. Limitation on Issuance and Transfer of Ownership. No person shall be admitted as a member of the Company, unless such person is a professional corporation, a professional limited liability company, or an individual, which or who is duly admitted to practice law in the State of Florida or otherwise legally authorized to engage in the practice of law in the State of Florida. No member of the Company shall enter into any type of agreement vesting another person with the authority to exercise any of that member's voting power in the Company.

8. Limitation on Alienation of Membership Interests. No member of the Company may sell or transfer all or any part of an ownership interest in the Company except to another professional corporation, professional limited liability company, or individual, which or who is duly admitted to practice law in the State of Florida or otherwise legally authorized to engage in the practice of law in the State of Florida.

9. Disqualifications. If any member, agent, or employee of the Company who has been rendering legal services to the public on behalf of the Company becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, the Company forthwith as provided in the Act.

10. Limitation of Liability to Third Parties. To the fullest extent permitted by Florida law, as it may be amended from time to time, no person who at any time was or

a member of the Company or is or has served as the Managing Member of the Company shall be personally liable under a judgment, decree, or order of a court, or in any other manner, for any debt, obligation, or liability of the Company, whether arising in contract, tort or otherwise, solely by reason of being a member of the Company or serving as the Managing Member of the Company.

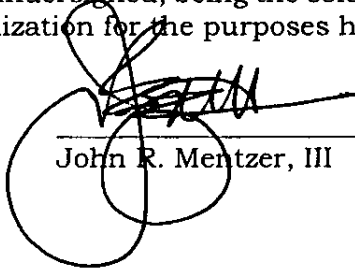
11. Limitation of Liability to the Company. To the fullest extent permitted by Florida law, as it may be amended from time to time, no person who at any time was or is a member of the Company or is or has served as the Managing Member of the Company shall be personally liable to the Company for any act or omission done in good faith in reliance upon the Articles of Organization or operating agreement of the Company and within what was reasonably believed to be within the scope of his or her actual authority and the scope of the business of the Company.

12. Indemnification. Except with respect to claims, actions, suits or demands asserted against a member or the Managing Member by or on behalf of the Company in which it is alleged that such member or the Managing Member has violated his or her duties to the Company, the Company shall indemnify and hold harmless any person who is or was a member or who is or has served as the Managing Member of the Company to the fullest extent permitted by Florida law, as it may be amended from time to time, against any and all claims, actions, suits, demands, costs, expenses (including reasonable attorneys' fees and disbursements incurred in defending against the same), damages and losses asserted against, suffered or incurred by such person as a result of any allegation, claim or legal proceeding relating to any act or omission performed or omitted by such person (irrespective of the capacity in which he or she acts) concerning the activities of the Company; *provided, however*, that any indemnity under this Article shall be provided out of and to the extent of Company assets only, and no member of the Company or any other person shall have any personal liability on account thereof. Except with respect to claims, actions, suits or demands asserted against a member or the Managing Member by or on behalf of the Company in which it is alleged that such member or the Managing Member has violated his or her duties to the Company, the Company also shall pay or reimburse all reasonable expenses incurred by such person in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which such person is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, Florida law as it may be amended from time to time.

13. Amendments Not to Affect Benefits. No amendment of these Articles of Organization or repeal of any of its provisions shall limit or eliminate any of the benefits provided to members of the Company in these Articles in respect of any act or omission that occurred prior to such amendment or repeal.

14. Perpetual Existence. The existence of the Company shall commence on April 1, 2008 or the date these Articles of Organization are accepted and recorded by the Secretary of State of the State of Florida, whichever occurs later, and shall continue in existence perpetually unless and until dissolved in accordance with the Act.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company,  
has executed these Articles of Organization for the purposes herein contained.



\_\_\_\_\_  
John R. Mentzer, III

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**Acceptance of Appointment by Registered Agent**

The undersigned, having been named in the foregoing Articles of Organization as the registered agent to accept service of process for the above-named limited liability company at the place designated therein, do hereby accept the appointment as the registered agent of the Company made therein, and agree to act in this capacity for the above-named limited liability company. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



\_\_\_\_\_  
John R. Menzer, III

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