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EXAMINER

**MARK E. CLEMENTS, P.A.**  
ATTORNEYS AT LAW

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Lakeland, Florida 33801  
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**MARK E. CLEMENTS**  
Certified Elder Law Attorney  
National Elder Law Foundation

Wills • Estates • Estate Planning  
Elder Law • Medicaid • Nursing Home  
Guardianships • Mediation  
Corporate and Business Law

**TIMOTHY L. FLANAGAN**  
OF COUNSEL

**MEMORANDUM**

DATE: March 31, 2008

TO: Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Personality Empowerment, LLC  
New LLC formation

FROM: MARK E. CLEMENTS, P.A.  
Contact: Janet Bailey, Legal Assistant

Enclosed are the following items:

1. Original and one copy of Articles of Organization for Personality Empowerment, LLC
2. See attached check which includes cost of filing new LLC and certified copy  
Cost: \$155.00

Please file accordingly, and return certified copy along with confirmation documents to this office.

Should you have any questions, please call.

**N:\CLIENTS\Allen, Eddie\Memo.StateSec.doc**

**STATEMENT REQUIRED BY U.S. TREASURY DEPARTMENT**

To the extent this message contains tax advice, the U.S. Treasury Department requires us to inform you that any tax advice in this correspondence is not intended or written by our firm to be used, and cannot be used by any taxpayer, for the purposes of avoiding any penalties that may be imposed under the Internal Revenue Code. Advice from our firm relating to Federal tax matters may not be used in promoting, marketing or recommending any entity, investment plan or arrangement to any taxpayer.

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ARTICLES OF ORGANIZATION  
of  
PERSONALITY EMPOWERMENT, L.L.C.

Pursuant to the provisions Chapter 608 of the Florida Statutes ("the Florida Limited Liability Company Act"), the undersigned organizer, Allen Enterprises International, Inc., hereby adopts the following Articles of Organization.

ARTICLE I

NAME: The name of the limited liability company shall be: Personality Empowerment, L.L.C.

ARTICLE II

TERM: The existence of the limited liability company will be perpetual.

ARTICLE III

ADDRESS: The mailing address and street address of the principal office of the company is:

Mailing Address:

439 S. Florida Avenue #300  
Lakeland, Florida 33801

Street Address:

439 S. Florida Avenue #300  
Lakeland, Florida 33801

ARTICLE IV

REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent are:

Mark E. Clements, 310 East Main Street, Lakeland FL 33801

## ARTICLE V

**MANAGEMENT:** The limited liability company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. Management authority shall be vested solely in its members, each member having equal management authority. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

Name:

A & O INVESTMENTS, LLC

J. HARPER & CO., LLC

Address:

439 S. Florida Avenue #300  
Lakeland, Florida 33801

439 S. Florida Avenue #300  
Lakeland, Florida 33801

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## ARTICLE VI

**PURPOSE:** The purposes for which PERSONALITY EMPOWERMENT, L.L.C., is formed are:

- (A) To teach and train clients regarding personality traits, leadership, role development, and conflict resolution, and otherwise deal in the training industry within and outside the State of Florida, subject to such laws and regulations governing the licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608 of the Statutes of the State of Florida.

## ARTICLE VII

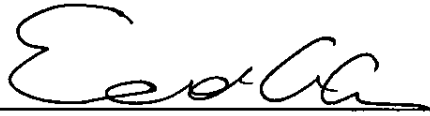
**ADMINISTRATION OF NEW MEMBERS:** No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

ORGANIZER: The name and address of the organizer is:

A & O INVESTMENTS, LLC  
439 South Florida Avenue. Suite 300  
Lakeland, Florida 33801

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Lakeland, Florida, on this 11 day of March, 2008.



Edward A. Allen, Manager  
A & O Investments LLC

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STATE OF FLORIDA

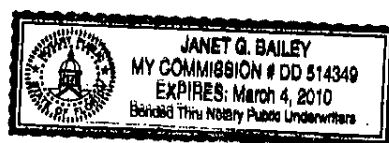
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 11 day of March, 2008, by Edward A. Allen, Manager of A & O INVESTMENTS, LLC, who is personally known to me or who produced \_\_\_\_\_ as identification.

My commission expires:



Notary Public - State of Florida



CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, PERSONALITY EMPOWERMENT, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

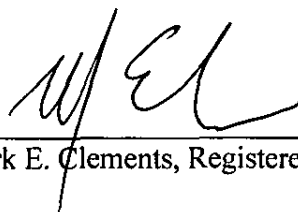
1. The name of the limited liability company is PERSONALITY EMPOWERMENT, LLC.

2. The name and street address of the registered agent in Florida are:

MARK E. CLEMENTS  
310 East Main Street  
Lakeland, Florida 33801

The undersigned, being the person named in the articles of organization of PERSONALITY EMPOWERMENT, LLC, 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 the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

3/11/08

  
\_\_\_\_\_  
Mark E. Clements, Registered Agent

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