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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Kari Power
Account Name : SAXON, GILMORE, CARRAWAY, GIBBONS, LASH & WILCOX, P
Account Number : I20030000134
Phone : (813) 314-4500
Fax Number : (813) 314-4555

FLORIDA/FOREIGN LIMITED LIABILITY CO.

LASH & WILCOX PL

S. HAWKES

FEB 02 2009

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
LASH & WILCOX PL**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the authorized representative of a member of Lash & Wilcox PL, 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 Lash & Wilcox PL.

**ARTICLE II - MAILING AND STREET ADDRESS
OF PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the professional limited liability company shall be 4006 South MacDill Avenue, Tampa, Florida 33611.

ARTICLE III - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 4006 South MacDill Avenue, Tampa, Florida 33611, and the name of the Company's initial registered agent for service of process at that address is Thomas A. Lash, Esq.

ARTICLE IV - EFFECTIVE DATE AND DURATION

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

ARTICLE V - PURPOSE

The Company may engage in every 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 the powers granted to all professional limited liability companies by 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 incorporated as set forth in Article V. Notwithstanding the foregoing, the Company may invest its funds in bonds, stocks, mortgages, real estate, and other types of investment, and the Company may own any real and personal property that is necessary for the rendition of the

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professional services set forth in Article V.

ARTICLE VII – RENDITION OF PROFESSIONAL SERVICES

The Company shall render the professional services described in Article V only through its agents, officers, members, and employee agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law. The term "employee" 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 other legal authorization is required.

ARTICLE VIII – MEMBERS

No person 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 the Company.

ARTICLE IX – MANAGEMENT OF COMPANY

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

Name
Thomas A. Lash

Address
4006 South MacDill Avenue
Tampa, Florida 33611

ARTICLE X – LIMITATION ON TRANSFER OF OWNERSHIP INTEREST

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

- (i) becomes legally disqualified to practice law in the state of Florida;
- (ii) 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;
- (iii) 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 the Articles of Organization to be a member of the Company, or if the sale, pledge, transfer, assignment, conveyance, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any ownership interest in the Company is done in a manner prohibited by law, the Articles of Organization, or the Operating Agreement of the Company; or
- (iv) suffers an execution to be levied upon its, his or her ownership interest, or the

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ownership interest is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in 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 immediately shall cancel the ownership interest of the member; and the member or other person in possession of the ownership interest shall be entitled only to 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 its members, 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 interest becomes forfeited and is cancelled 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 in the Company. Any Operating Agreement provision, a written agreement between the Company and its members, or a written agreement among its members addressing these events shall control over these Articles of Organization.

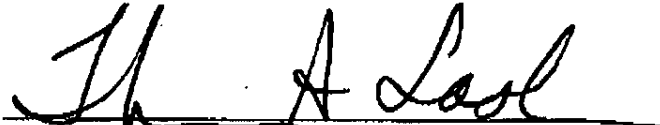
ARTICLE XI - ALIENATION OF OWNERSHIP INTERESTS

No member of the Company may 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-in-Interest of the Members (as that term is defined in the Operating Agreement of the Company).

Executed: January 30, 2009



Thomas A. Lash
Authorized Representative of Lash & Wilcox PL
Member

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LASH & WILCOX PL

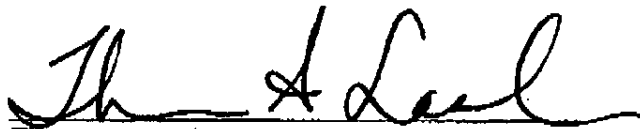
CERTIFICATE DESIGNATING REGISTERED AGENT

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

That Lash & Wilcox PL, 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 its Articles of Organization, at 4006 South MacDill Avenue, Tampa, Florida 33611, has named Thomas A. Lash as its agent to accept service of process within the State of Florida.

Having been named as registered agent and to accept service of process for Lash & Wilcox PL at the place designated in this certificate, I hereby accept the appointment 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 Chapter 608, Florida Statutes.

Executed: January 30, 2009


Thomas A. Lash
As registered agent

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