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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

FEB 20 2009

EXAMINER

Advanced Incorporating Service, Inc.

1010 San Luis Road
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-575-2723
Fax: 850-575-2724
Email: orders@advancedincorporating.com
Website: www.advancedincorporating.com

NAME OF ENTITY

James L. Fry, LLC

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TALLAHASSEE, FLORIDA

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FILING:

☐ CORPORATION ☒ LLC ☐ LIMITED PARTNERSHIP ☐ GENERAL PARTNERSHIP
☐ FICTITIOUS NAME ☐ SERVICEMARK/TRADEMARK ☐ AMENDMENT
☐ FOREIGN QUALIFICATION ☐ JUDGMENT LIEN
☐ OTHER _____

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Articles of Organization of James L. Fly, PLLC

The undersigned certifies that he has become associated for the purpose of forming a limited liability Company (Company) under the laws of the State of Florida, and to provide for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the Company's business activities.

Article I: Name and Principal Place of Business: The Company name shall be James L. Fly, PLLC, and its principal office shall be located at 2050 W. Fawcett Road, Winter Park, Orange County, Florida 32789. The Company shall have the power and authority to establish branch offices at any other place or places as the Member(s) may designate.

Article II: Purposes and Powers: In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business to be transacted, and which the Company is authorized to transact, shall be as follows:

A. To engage in business as authorized under the Florida Statutes, including the practice of law, but always in full compliance with the Florida Bar Rules and Regulations for such business and professional activities.

B. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person may do such things.

C. To purchase, acquire, undertake, exercise, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, or corporation, domestic or foreign; or of any domestic or foreign state, government, or governmental authority; or of any political or administrative subdivision, agency, or department; and to perform, assign, cancel, or rescind any such contracts hereafter.

E. To exercise all or any of the limited liability Company powers and purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations; to perform any service under contract or otherwise for any corporation, joint stock Company, association, partnership, firm, syndicate, individual, or other entity; to arrange, develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property; to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service; and to render any other service or assistance it may lawfully do under the laws of the State of Florida that provide for the formation, rights, privileges, and immunities of limited liability companies for profit.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, generated from, or connected with its business or powers, provided that these things are not inconsistent with the laws of the State of Florida.

G. The several clauses contained in this statement of the general nature of the business to be transacted by the Company shall be construed as both Company purposes and powers; and the statements contained in each clause shall, except as otherwise expressed, not limit or restrict the terms of any other clause; and they shall be regarded as independent purposes and powers.

H. Nothing contained in these Articles shall be deemed or construed to authorize, permit, or purport to authorize or permit the Company to carry on any business, exercise any power, or do any act that a limited liability Company may not lawfully exercise under Florida laws, or that is not in keeping with the Rules and Regulations of the Florida Bar.

Article III: Exercise of Powers: All Company powers, business, and affairs shall be exercised by or under the authority of the Company Members. This Article may be amended from time to time by a majority vote of the Company Members.

Article IV: Management: This Company shall be managed by one (1) Manager, the name and address of whom is James L. Fly, 2050 W. Fawsett Road, Winter Park, FL 32789, and who shall serve until a successor has been nominated to replace him.

Article V: Membership Restrictions: A. The Member(s) shall have the right to admit new Members by unanimous consent. Contributions required of new Members shall be determined as of the date of their admission to the Company, or as otherwise provided in the Company's Operations and Management Agreement.

B. A Member's interest in the Company may not be sold or otherwise transferred except with the unanimous written consent of all the Members.

C. Upon a Member's death, retirement, resignation, expulsion, bankruptcy, or dissolution; or the occurrence of any other event that terminates the continued Membership of a Company Member; the remaining Members shall have the right to continue the Company business following their majority consent. A Member's resignation from the LLC will become effective either on the date of tendering or date certain as noted therewithin, whichever is the earlier in time.

Article VI: Capital Contributions: Capital contributions shall be paid to the Company by the Member(s). Additional contributions will be made by the Member(s) as required for investment purposes as determined by Member consent, or in equal shares from time to time hereafter, as needed.

Article VII: Profits and Losses: A. Profit Distributions. The Members shall be entitled to a distribution of the net profits arising from the Company's operations and business activities that remain after the payment of the expenses of conducting the Company's business. Each Member shall be entitled to an equal or total distributive share of the profits as the Membership may be established at all such dates hereafter. The distributive share of the profits shall be determined and paid to the Member(s) on a funds-available basis, and otherwise as confirmed by the LLC's tax and financial advisor.

B. Losses. All losses that occur in the Company's business operations shall be paid from the Company's capital, and the profits of the business; or, if these sources are insufficient to cover such losses, by the Member(s) in total or equal shares, as the Membership may be established at all such times hereafter.

Article VIII: Duration: A. This Company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the Member(s).

Article IX: Initial Registered Office and Registered Agent: The address of the Company's initial registered office is 2050 W.

Fawsett Road, Winter Park, Orange County, Florida 32789; and the Company's initial registered agent at that address is James L. Fly.

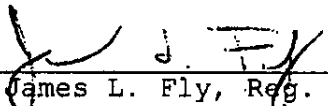
Article X: Professional Service: The purpose of this Company is to practice the profession of law and perform the service of legal counsel; and the sole and exclusive professional service to be rendered by the Company is that of attorney(s) and counselor(s) at law.

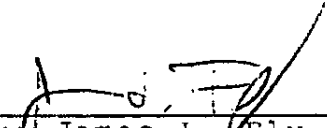
The undersigned, being the Company's original Member, certifies that this instrument constitutes the proposed Articles of Organization of James L. Fly, LLC.

Executed at Orlando, Florida on this 20th day of February 2009.

I am familiar with and accept designation as registered agent, and agree to act in this capacity, and to perform all obligations of this position.

James L. Fly, PLLC


By: James L. Fly, Reg. Agent


By: James L. Fly, Member,
Manager, President, Director

[Seal]