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(Requestor's Name)

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(City/State/Zip/Phone #)

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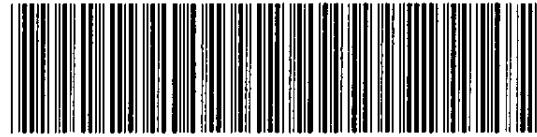
(Business Entity Name)

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RECEIVED  
09 OCT 30 AM 10:57  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 OCT 30 AM 11:14

B. KOHR

OCT 30 2009

EXAMINER

# Advanced Incorporating Service, Inc.

1317 California Street  
P.O. Box 20396  
Tallahassee, FL 32316

Phone: 850-222-CORP  
Fax: 850-575-2724  
Email: [orders@advancedincorporating.com](mailto:orders@advancedincorporating.com)  
Website: [www.advancedincorporating.com](http://www.advancedincorporating.com)

NAME OF ENTITY <u>Florida Insurance Defense</u> <u>Group, PLLC</u>	FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 09 OCT 30 AM 11:14  FOR OFFICE USE ONLY
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## PICK ONE:

☐ CERTIFIED COPY ☒ PHOTOCOPY

## FILING:

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

## RETRIEVAL:

☐ GOOD STANDING CERT/C.U.S. ☐ CERTIFIED COPY ☐ PHOTOCOPY  
Of \_\_\_\_\_

## APOSTILLE/CERTIFICATION REQUEST:

Country \_\_\_\_\_

Amount of Documents \_\_\_\_\_

DATE 10/30/09 TIME 11:00

Notes: \_\_\_\_\_

FILED STATE  
SECRETARY OF CORPORATIONS  
09 OCT 30 AM 11:14

**ARTICLES OF ORGANIZATION  
OF  
FLORIDA INSURANCE DEFENSE GROUP, PLLC**

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The undersigned, acting as the authorized representative of a member of Florida Insurance Defense Group, PLLC, 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:

FLORIDA INSURANCE DEFENSE GROUP, PLLC

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

The principal office and mailing address of the professional limited liability company shall be:

3620 Northwest 7 Street  
Miami, Florida 33125.

**ARTICLE III.  
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for the service of process and office of the Company is:

Majid Vossoughi  
3620 Northwest 7 Street  
Miami, Florida 33125

**ARTICLE IV.  
EFFECTIVE DATE AND DURATION**

The existence of the Company will commence upon the filing of these Articles of Organization with the Florida Department of State, and the existence of the Company will continue 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 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 employees agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law. The term "employees" 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 member-managed limited liability company. The name and address of the managing members are as follows:

<u>Name</u>	<u>Address</u>
Majid Vossoughi	3620 Northwest 7 Street Miami, Florida 33125
Scott W. Dutton	3620 Northwest 7 Street Miami, Florida 33125

**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:

- becomes legally disqualified to practice law in the state of Florida;
- 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;
- 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
- suffers an execution to be levied upon its, his, or her ownership interest, or the 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 are 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 not further financial interest of any kind in the Company. Any Operating Agreement provision, a written agreement among its members addressing these events shall control over these Articles of Organization.

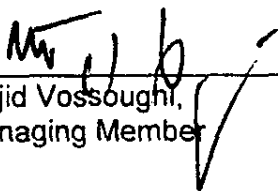
**ARTICLE XI.**  
**ALIENATION OF OWNERSHIP INTERESTS**

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 the unanimous vote of the Members (as that term is defined in the Operating Agreement of the Company).

Executed: October 27<sup>th</sup>, 2009

  
\_\_\_\_\_  
Majid Vossoughi,  
Managing Member

**FLORIDA INSURANCE DEFENSE GROUP, PLLC**

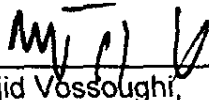
**Certificate Designating Registered Agent**

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

The Florida Insurance Defense Group, PLLC, 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 3620 Northwest 7 Street, Miami, Florida 33125, has named Majid Vossoughi as its agent to accept service of process within the State of Florida.

Having been named as registered agent and to accept services of process for Florida Insurance Defense Group, PLLC 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 in Chapter 608, Florida Statutes.

Executed: October 27<sup>th</sup>, 2009.

  
\_\_\_\_\_  
Majid Vossoughi,  
Registered Agent