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LAW OFFICES OF  
**CAMPBELL & ROWELL, L.L.P.**  
SUITE 210  
1572 MONTGOMERY HIGHWAY  
BIRMINGHAM, ALABAMA 35216

JOHN T. CAMPBELL  
JEFFREY E. ROWELL

E-Mail: [rachel@campbellrowell.com](mailto:rachel@campbellrowell.com)

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MAILING ADDRESS:  
P.O. BOX 26427  
BIRMINGHAM, ALABAMA 35260

February 2, 2010

VIA FEDERAL EXPRESS

Florida Department of State  
Registration Section- Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

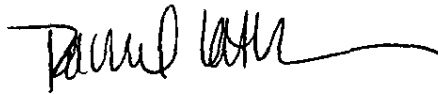
**Re: John Edward Professional Services, LLC**

Dear Sir or Madam:

Please find enclosed an original and two copies of the Articles of Organization for the above referenced LLC. Also enclosed is a check written in the amount of One Hundred Twenty Five Dollars (\$125.00), representing the filing fee. Please mail me back a stamped filed copy of the Articles in the enclosed envelope.

Thank you and should you have any questions, please do not hesitate to contact me.

Sincerely,



Rachel M. Latham  
Paralegal

/rml  
enclosures

**ARTICLES OF ORGANIZATION  
OF**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**JOHN EDWARD PROFESSIONAL SERVICES, L.L.C.,  
A LIMITED LIABILITY COMPANY**

The undersigned hereby adopt the following Limited Liability Company Articles  
of Organization:

**ARTICLE I**

**NAME**

The name of this limited liability company is JOHN EDWARD PROFESSIONAL  
SERVICES, L.L.C. (hereinafter referred to as "Company").

**ARTICLE II**

**MAILING ADDRESS**

The mailing address for the principal place of business for the Company is 6706  
N. Ninth Avenue, Suite E-2, Pensacola, FL 32504. The name and mailing addresses of the initial  
members of the Company are as follows:

John Campbell

6706 N. Ninth Avenue, Suite E-2  
Pensacola, FL 32504

Edward Toth

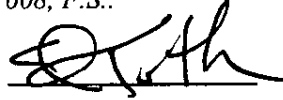
6706 N. Ninth Avenue, Suite E-2  
Pensacola, FL 32504

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The registered office of the Company is 6706 N. Ninth Avenue, Suite E-2, Pensacola, FL 32504. The Company's registered agent is Edward Toth, whose office is located at 6706 N. Ninth Avenue, Suite E-2, Pensacola, FL 32504.

*Having been named as registered agent and to accept service of process for the above referenced LLC 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, F.S.*



Edward Toth

#### **ARTICLE IV**

##### **INITIAL MEMBERS**

The names and mailing addresses of the initial Members are:

<u>Name</u>	<u>Address</u>
John Campbell MGRM	6706 N. Ninth Avenue, Suite E-2 Pensacola, FL 32504
Edward Toth MGRM	6706 N. Ninth Avenue, Suite E-2 Pensacola, FL 32504

#### **ARTICLE V**

##### **DURATION**

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2060. Except for prior amendment to this Article V, no act by the Company or its members can avoid that dissolution.

## **ARTICLE VI**

### **PURPOSE AND POWERS**

Section 6.01 Purpose. This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose, including but not limited to the following purposes: staffing and consulting.

Section 6.02 Powers. The Company shall possess and may exercise all the powers and privileges granted by the Act or by any other law or by its Operating Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the Company.

## **ARTICLE VII**

### **MANAGEMENT BY MEMBERS**

The Company will be managed by its members.

## **ARTICLE VIII**

### **ADMISSION OF NEW MEMBERS**

Section 8.01 New Members Who Acquire Their Membership Interests from the Company.

New members may acquire membership interests from the company only with the written consent of all members and when such person's admission is reflected in the records of the Company.

Section 8.02 New Members Who Acquire Their Membership Interests From a Current Member.

New members may acquire membership interests from a member of the Company only if the other members unanimously consent in writing and such new member consents to such admission as a new member.

## **ARTICLE IX**

### **DISSOLUTION**

#### **Section 9.01 Dissolution Upon the Occurrence of Specified Events.**

The occurrence of any of the following events or conditions will cause the Company to dissolve automatically:

- (a) Term. At the end of the duration as provided in ARTICLE IV.
- (b) Unanimous written consent. The written consent of all members to dissolve, wind up and liquidate the Company.

Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

#### **Section 9.02 Dissolution and Dissolution Avoidance Following the Cessation of a Member.**

(a) "Ceases to be a Member" Defined. "Ceases to be a Member" or "cessation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Ceasing to be a Member.

(I) To avoid dissolution under this Section 9.02(b), the Company must have at least one remaining member.


(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the cessation of a member if, within ninety (90) days of the event of cessation, the Company is continued by the written consent of all other members. The consent may be by vote, at a properly called member meeting, or in writing.


## ARTICLE X

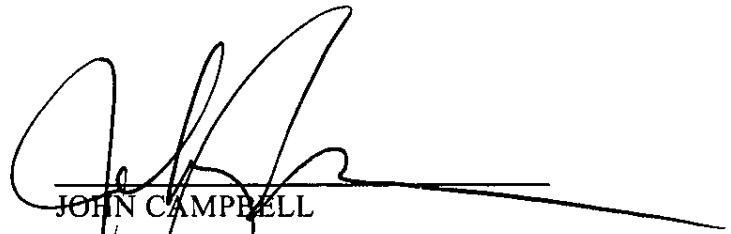
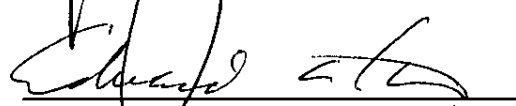
### INTERIM DISTRIBUTIONS

The Company may make interim distributions to its members only as approved by all of the members.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization on this the 25 day of Jan, 2010.

  
Witness

  
Witness

  
JOHN CAMPBELL  
  
EDWARD TOTH

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TALLAHASSEE, FLORIDA