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SEP -6 2012

T. HAMPTON

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Deeb & Kimpton, P.L.

Signature _____

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08/31/12

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ARTICLES OF ORGANIZATION

OF

DEEB & KIMPTON, P.L.

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The undersigned certify that we have associated ourselves together for the purpose of becoming a professional limited liability company pursuant to Chapters 621 and 608, Florida Statutes, and otherwise under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the professional limited liability company.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the professional limited liability company shall be DEEB & KIMPTON, P.L., and its principal office shall be located at 5999 Central Avenue, Suite 202, St. Petersburg, Florida 33710 with a branch office at 605 Palm Boulevard, Suite B, Dunedin, Florida 34698. The professional limited liability company shall have the power and authority to establish additional branch offices at any other place or places as the managing members may designate.

ARTICLE II - PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida under Chapter 621 for professional limited liability companies, the general nature of the business or businesses to be transacted, and which the professional limited liability company is authorized to transact, shall be as follows:

A. To engage in the practice of law as a professional law firm and to carry on services incident to the practice of law.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this professional limited liability company.

C. To conduct such further business as may be permitted under the provisions of Chapter 621, Florida Statutes.

ARTICLE III - EXERCISE OF POWERS

All professional limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this professional limited liability company shall be managed under the direction of, the managing member of this professional limited liability company. This Article may be amended from time to time in the regulations of the professional limited liability company by a unanimous vote of the members of the professional limited liability company.

ARTICLE IV - MANAGEMENT BY MANAGING MEMBERS

Management of this professional limited liability company is reserved to its managing members in accordance with the Operating Agreement, whose names and addresses are as follows:

Deeb Law Group, P.A.
5999 Central Avenue, Suite 202
St. Petersburg, FL 33710
Managing Member

William J. Kimpton, P.A.
605 Palm Boulevard, Suite B
Dunedin, FL 34698
Managing Member

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ARTICLE V - MEMBERSHIP RESTRICTIONS

A. Members shall have the right to admit new members pursuant to the terms and conditions of the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the professional limited liability company.

B. A member's interest in the professional limited liability company may not be sold or otherwise transferred except in accordance with the Operating Agreement.

C. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the professional limited liability company, the remaining members shall have the right to continue the business pursuant to the provisions of the Operating Agreement.

ARTICLE VI - CAPITAL CONTRIBUTIONS

All capital contributions shall be paid to the professional limited liability company by the members in the proportionate share of their membership interest except as provided in the Operating Agreement. Additional contributions will be made only pursuant to the terms and conditions of the Operating Agreement.

ARTICLE VII - PROFITS AND LOSSES

A. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the professional limited liability company business that remain after the payment of the expenses of conducting the business of the professional limited liability company. The distributive share of the profits shall be determined and paid to the members in the manner set forth in the Operating Agreement.

B. Losses. All losses that occur in the operation of the professional limited liability company business shall be paid out of the capital of the professional limited liability company and the profits of the business, or, in such other manner as is set forth in the Operating Agreement.

ARTICLE VIII - EFFECTIVE DATE AND DURATION

The effective date of the commencement of this professional limited liability company shall be the date of its formation. This professional limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the professional limited liability company is 5999 Central Avenue, Suite 202, St. Petersburg, Florida 33710 and the name of the company's initial registered agent at that address is D & B Corporate Services, Inc.

The undersigned, being the original members of the professional limited liability company, certify that this instrument constitutes the Articles of Organization of DEEB & KIMPTON, P.L.

Executed by the undersigned at St. Petersburg, Pinellas County, Florida on this 4th day of September, 2012.

DEEB LAW GROUP, PA.



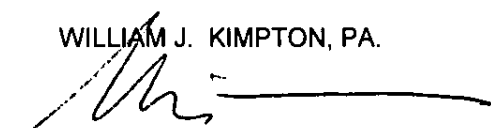
BY:

BRIAN P. DEEB

AS:

President

WILLIAM J. KIMPTON, PA.



BY:

WILLIAM J. KIMPTON

AS:

President

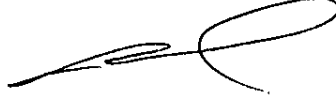
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CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated professional limited liability company 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 and 621, F.S.

Registered Agent:

D & B CORPORATE SERVICES, INC.



BY:

BRIAN P. DEEB

AS:

President

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