

L95000000017

CHIESSER, WINGARD, BARR, WHITNEY,  
FLOWERS & FLEET, P. A.

D. MICHAEL CHIESSER  
J. D. WINGARD, JR.  
HARRY E. BARR  
BOBBY L. WHITNEY, JR.  
MICHAEL A. FLOWERS  
H. BART FLEET

1201 EOLIN PARKWAY  
SEALHAR, FLORIDA 32570  
(904) 681 6044  
FAX (904) 681 6084

FIRST NATIONAL BANK OF CRESTVIEW BUILDING  
SUITE 100  
POST OFFICE BOX 127  
CRESTVIEW, FLORIDA 32636  
(904) 682 2000

January 5, 1995

Florida Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE

1-01-95

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-01/23/95--01008--007  
++++\$5.00 +++++\$5.00

30100013727634  
-01/06/95--01007--001  
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Re: Wilusz, Page & Reed, P.L.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization of Wilusz, Page & Reed, P.L., an Affidavit of Membership and Contributions, and a Certificate Designating Registered Office or Domicile and Naming Registered Agent, together with our firm check in the amount of \$302.50 to cover the cost of filing and a certified copy. Once filed, please return the certified copy to the office address indicated above.

If you have any questions or need additional information, please do not hesitate to contact this office.

Sincerely,

*Patsy Provine*

Patsy Provine  
Secretary to H. Bart Fleet

/pp  
Enclosures

FILED  
JAN 10 1995  
FBI - TAMPA

\$35.00 CERT

1/09/95  
Re: Mr. Provine, request  
total on affidavit  
PAB

DOB  
1/09/95  
that contributions?  
L95-17

ARTICLES OF ORGANIZATION  
OF

WILUSZ, PAGE & REED, P.L.

FILED  
1995 JAN -8 PM 3:59

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME:

The name of this limited liability company is WILUSZ, PAGE & REED, P.L. (the "Company").

ARTICLE II - PERIOD OF DURATION:

The period of duration of the Company shall be from January 1, 1995, until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE:

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida and to operate a psychological counseling business. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY:

The mailing address and street address of the initial principal office in Florida for the Company is c/o H. Bart Fleet, 1201 Eglin Parkway, Shalimar, FL 32579.

ARTICLE V - INITIAL REGISTERED AGENT:

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, FL 32579.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS:

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$ 300.00 in cash and no other property is being contributed to the Company at this time.

ARTICLE VII - ADDITIONAL CONTRIBUTIONS:

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

ARTICLE VIII - ADDITIONAL MEMBERS:

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous

written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE IX - CONTINUITY OF BUSINESS:

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE X - MANAGEMENT:

The Company is to be managed by a operating manager or managers. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, FL 32579.

ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are Beverly Wilusz, 221 Dominica Circle East, Niceville, FL 32578; Susan Page, 121 Markella Road, Fort Walton Beach, FL 32548, and

Angie Reed, 1222 Emerald Bay Drive, Destin, FL 32541 and their authorized representative for purposes of executing these Articles of Organization and the attached Affidavit is H. Bart Fleet.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 5th day of January, 1995 as the authorized representative for the Members of the Company identified above.

By:

H. Bart Fleet  
H. Bart Fleet

STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 5th day of January, 1995, before me personally appeared H. Bart Fleet, the authorized representative of the sole Members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Patsy B. Provine  
Notary Public

My Commission Expires:



THIS INSTRUMENT PREPARED BY  
H. Bart Fleet  
1201 Eglin Parkway  
Shalimar, FL 32579  
(904) 651-9944

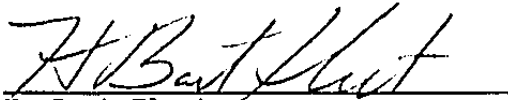
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AFFIDAVIT OF MEMBERSHIP AND  
CONTRIBUTIONS OF WILUSZ, PAGE & REED, P.L.  
(the "Company")

The undersigned, being the authorized representative of the Members of the Company, deposes and says:

- 1) The Company has at least two Members;
- 2) The total amount of cash contributed by the Members to the Company is \$ -0-;
- 3) If any, the agreed value of property other than cash contributed by Members to the Company is \$ 300.00; and a description of the property is attached hereto and made a part hereto.
- 4) The total amount of other cash or property anticipated to be contributed by the Members to the Company is \$ -0- 300.00.

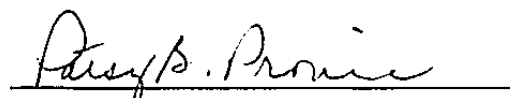
Executed this 5th day of January, 1995.

  
H. Bart Fleet  
Authorized Representative

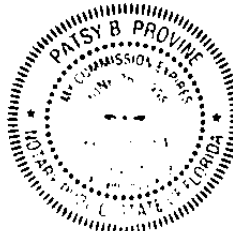
(In accordance with section 608.408(3). Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA  
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE me this 5th day of January, 1995 by H. Bart Fleet, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
Patsy B. Province  
Notary Public  
My commission expires:

c:\pp\org\llc\affidavit.llc



CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
1995 JAN 16 2 3 59

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

WILUSZ, PAGE & REED, P.L. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office, as indicated in its Articles of Organization, at 1201 Eglin Parkway, Shalimar, FL 32579, has named H. BART FLEET, located at 1201 Eglin Parkway, Shalimar, FL 32579, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated 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.

  
H. BART FLEET

DATED: January 5, 1995

THIS INSTRUMENT PREPARED BY  
H. Bart Fleet  
1201 Eglin Parkway  
Shalimar, FL 32579  
(904) 651-9944

# 2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstatement: \$738.75

APPROVED  
AND  
FILED

06 JUN 17 11:05:53  
STATE  
FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra D. Northam Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # L95000000017
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WILUSZ, PAGE & REED, P.L.  
C/O H. BART FLEET  
1201 EGLIN PARKWAY  
SHALIMAR FL 32579

1a. Principal Place of Business Address  
C/O H. BART FLEET  
1201 EGLIN PARKWAY  
SHALIMAR FL 32579

If above mailing address is incorrect in any way, line through incorrect information and enter correction at Block 2a

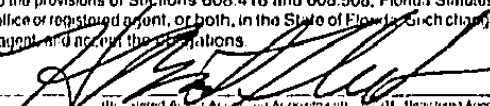
2. Principal Place of Business 151 Mary Esther Blvd. Suite, Apt. #, etc. Suite 403 City & State Mary Esther, Florida Zip 32569 Country Okaloosa	2a. Mailing Address P.O. Box 846 Suite, Apt. #, etc. City & State Ft. Walton Beach FL Zip 32549-0846 Country Okaloosa
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3. Date Organized or Qualified 01/01/1995	3b. State of Formation FL
4. FEI Number 593310711	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent FLEET, H B 1201 EGLIN PARKWAY SHALIMAR FL 32579
--

8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent and accept the obligations.

SIGNATURE  DATE 6/10/96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	WILUSZ, BEVERLY	221 DOMINICA CIRCLE EAST	NICEVILLE FL
MEM	BASEXXXSHEAN	XXXXMARKETXXX	FT WALTON BEACH FL
MEMR	EED, ANGIE	1222 EMERALD BAY DR.	DESTIN FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  6-12-96 (1904) 244-2241



L95000000017

CHESSEB, WINGARD, BARR, WHITNEY,  
FLOWERS & FLEET, P.A.

D. MICHAEL CHESSEB  
HARRY E. BARR  
BOBBY L. WHITNEY, JR.  
MICHAEL A. FLOWERS  
H. BART FLEET  
CHRISTA L. HANDY

1201 EOLIN PARKWAY  
TALLAHASSEE, FLORIDA 32310  
(904) 681-0944  
FAX (904) 681-0004

J. D. WINGARD, JR.  
(OF COUNSEL)

March 19, 1997

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\*\*\*\*\*52.50 \*\*\*\*\*52.50

Attention: V. Shepard  
Amendments Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee FL 32314

RE: WILUSZ, PAGE & REED, P.L.

Dear Ms. Shepard:

Enclosed herewith is a First Certificate of Amendment to the Articles of Organization of Wilusz, Page & Reed, P.L. The certificate appears to be in compliance with F.S. §608.411. Also enclosed is a check in the amount of \$52.50 payable to Department of State representing the filing fee.

Would you please see that the Certificate is appropriately filed and provide this office with a proof of filing. Please do not hesitate to contact this office if you need anything further. Thank you for your assistance.

Sincerely yours,

*Sharon J. Borden*

Sharon J. Borden  
Secretary to H. Bart Fleet

Enclosures

cc. Beverly Wilusz  
Angie Reed

\$52 - FF

N/c

V8 MAR 21 1997

FILED  
97 MAR 21 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF ORGANIZATION  
OF

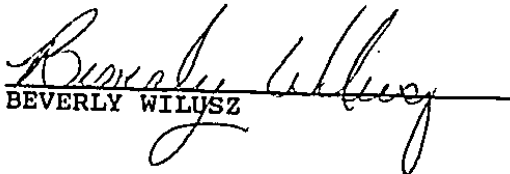
WILUSZ, PAGE & REED, P.L.

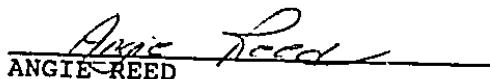
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WILUSZ, PAGE & REED, P.L. hereby amends its organization charter, pursuant to Florida Statute §608.411. The purpose of this Amendment is to change the name of "WILUSZ, PAGE & REED, P.L. to the name of "WILUSZ & REED, P.L.", organized under the laws of the State of Florida as of January 1, 1995 and assigned Document No. L9500000001 by the Secretary of State's office in the State of Florida. Considering the foregoing, all of the members of WILUSZ, PAGE & REED, P.L. hereby amend its charter to change its name to WILUSZ & REED, P.L.

This amendment is executed by all members, whose signatures below indicate their unanimous consent to this amendment.

DATED: March 19, 1997

  
BEVERLY WILUSZ

  
ANGIE REED