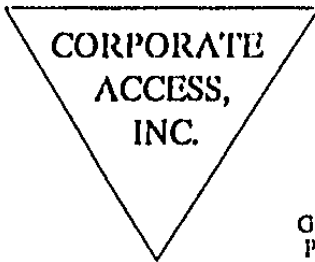


L95000000118



1116-D Thomasville Road
Mount Vernon Square
Tallahassee, Florida 32303
(904) 222-2666
(904) 222-1666 (Fax)
(800) 969-1666

GLINDA P. BENNETT
Personal Representative

OFFICE USE ONLY

FILED
FEB -9 PM 12:13
TALLAHASSEE
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Budd Mayer Companies, L.C. (Corporation Name) 10 (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☒ Walk in ☒ Pick up time

☐ Mail out ☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

1116-D-11145-11
-02/13/95--01057--005
****337.50 ****337.50

1116-D-11145-11
-02/13/95--01057--004
****337.50 ****337.50

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

~~1145-1772~~
1147, 1127

CHESSEB FEB 9 1995 1-25

Examiner's Initials

KAN



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 25, 1995

CORPORATE ACCESS, INC.
D1116-D THOMASVILLE ROAD
TALLAHASSEE, FL 32303

SUBJECT: BUDD MAYER REGIONAL COMPANY, L.C.
Ref. Number: W95000001772

FILED
1995 FEB -9 PM 12:13

We have received your document for BUDD MAYER REGIONAL COMPANY, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 795A00003161

*Kevin,
I Need A good Standing
Certificate Also*

*Corrected
(smiley face)*

ARTICLES OF ORGANIZATION
OF
BUDD MAYER REGIONAL COMPANY, L.C.

FILED
MAR 13 1963
CLERK OF COURT
JAMES H. HARRIS
TAMPA, FLORIDA

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 the Limited Liability Company is BUDD MAYER REGIONAL COMPANY, L.C.

ARTICLE II: DURATION

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of all the remaining members, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability 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 PLACE OF BUSINESS

The principal place of business in Florida for the Limited Liability Company shall be 3444 Memorial Highway, Tampa, Florida 33622-5138.

ARTICLE V: REGISTERED AGENT

The name of the initial registered agent in Florida for the Limited Liability Company is Neil Rollnick and the address of the initial registered agent is 133 Sevilla, Coral Gables, Florida 33134.

ARTICLE VI: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Limited Liability Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

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 or happenings 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 agreement of the members owning no less than eighty (80%) percent of the membership interests of the Limited Liability Company.

ARTICLE VIII: ADDITIONAL MEMBERS

Members may admit additional members upon agreement of the members owning no less than eighty (80%) percent of the membership interests in the Limited Liability Company.

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 Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless the consent to continue of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE X: REGULATIONS

The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company.

ARTICLE XI: MANAGEMENT

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The names and addresses of the managing members who shall serve as managing members until the

first annual meeting of members or until their successors are elected and qualified are as follows:

- (i) Jerrold C. Chadwick, Chairman
The Budd Mayer Company of Jacksonville, Inc.
601 Lomax Street
Jacksonville, Florida 32204
- (ii) Clyde Docktor
The Budd Mayer Company of Georgia, Inc.
2250 Corporate Plaza Parkway
Suite 100
Smyrna, Georgia 30080
- (iii) Michael J. Evans
Impac Sales & Services, Inc.
2100 Riverchase Center
406
Birmingham, Alabama 35244
- (iv) Barton C. Feiler
The Budd Mayer Company of Miami, Inc.
2930 Biscayne Boulevard
Miami, Florida 33137
- (v) William D. Matthews
Marketing Specialists, Inc.
2100 Riverchase Center
400
Birmingham, Alabama 35244
- (vi) Charles Reid
Marketing Specialists, Inc.
2100 Riverchase Center
400
Birmingham, Alabama 35244
- (vii) C. Michael Sunderland
The Budd Mayer Company of Tampa, Inc.
3444 Memorial Highway
Tampa, Florida 33622

These Articles of Organization have been executed on the date set forth under the name of each of the subscribing members.

THE BUDD MAYER COMPANIES OF FLORIDA, INC.,
a Florida corporation

By: *Barton C. Feiler*
BARTON C. FEILER, President

Date: 11/14, 1994

THE BUDD MAYER COMPANY OF GEORGIA, INC.,
a Georgia corporation

By: *Clyde Dockett*
CLYDE DOCKETT, President

Date: 11/30, 1994

MARKETING SPECIALISTS, INC.,
an Alabama corporation

By: *Charles A. Reid*
CHARLES A. REID, President

Date: 11/14/94, 1994

IMPAC SALES AND SERVICE, INC.,
an Alabama corporation

By: *Michael J. Evans*
MICHAEL J. EVANS, President

Date: 1/11/95, 1994

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH

On this 14th day of November, 1994, before me personally appeared Barton C. Feller, the President of The Budd Mayer Companies of Florida, Inc., a member of Budd Mayer Regional Company, L.C. to me 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 of Hillsborough and State of Florida.



JUDITH M. FRANZ
My Commission Expires
Sept. 7, 1996
Comm. No. CC 226091

Judith M. Franz
Notary Public
State of Florida at Large
Print Name: JUDITH M. FRANZ
Commission No.: 226091

My Commission Expires:

STATE OF GEORGIA)
) SS:
COUNTY OF DeKalb)

On this 14th day of November, 1994, before me personally appeared Clyde Docktor, the President of The Budd Mayer Company of Georgia, Inc., a member of Budd Mayer Regional Company, L.C. to me 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.



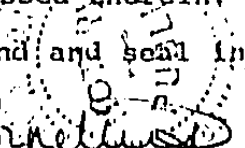
My Commission Expires:
My Commission Expires on the
1st Day of October 1997

Rickie D. Jones
Notary Public
State of Georgia at Large
Print Name: RIKIE D. JONES
Commission No.: 226091

STATE OF ALABAMA)
) SS:
COUNTY OF ~~SHELBY~~
JEFERSON

On this 14th day of NOVEMBER, 1994, before me personally appeared Charles A. Reid, the President of Marketing Specialists, Inc., a member of Budd Mayer Regional Company, I.C. to me 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.

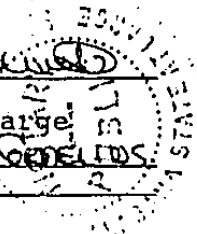

Robert P. Cornelius
Notary Public
State of Alabama at Large
Print Name: ROBERT P. CORNELIUS
Commission No.: NO #

My Commission Expires: MY COMMISSION EXPIRES AUGUST 11, 1997

STATE OF ALABAMA)
) SS:
COUNTY OF ~~SHELBY~~
JEFERSON REC

On this 11th day of JANUARY, 1995, before me personally appeared Michael J. Evans, the President of Impac Sales and Services, Inc., a member of Budd Mayer Regional Company, L.C. to me 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.


Robert P. Cornelius
Notary Public
State of Alabama at Large
Print Name: ROBERT P. CORNELIUS
Commission No.: n/a

My Commission Expires:

MY COMMISSION EXPIRES AUGUST 11, 1997

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Budd Mayer Regional Company, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by Budd Mayer Regional Company, L.C.

Executed this 14TH day of NOVEMBER, 1994.

By: 

Neil Steven Rollnick,
Registered Agent

FOR THE LIMITED LIABILITY
COMPANY:

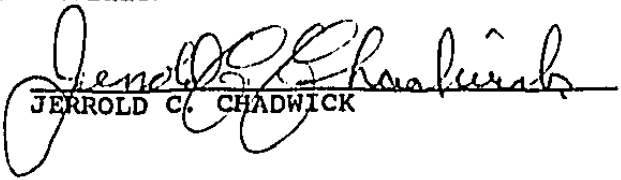
By: 

Jerrold C. Chadwick, Chairman

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
BUDD MAYER REGIONAL COMPANY, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, JERROLD C. CHADWICK an authorized representative of a member of Budd Mayer Regional Company, L.C., deposes and says:

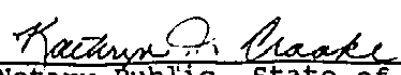
1. the above named limited liability company has at least two members;
2. the total amount of cash contribution by the member(s) is One Thousand (\$1,000.00) Dollars;
3. the agreed value of property, if any, other than cash contributed by member(s) is \$ -0- and
4. the total amount of cash or property anticipated to be contributed by member(s) is One Thousand (\$1,000.00) Dollars. This total includes amounts from 2 and 3 above.


JERROLD C. CHADWICK

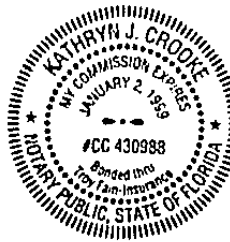
STATE OF FLORIDA)
) SS:
COUNTY OF Duval)

On this 7th day of February, 1994⁵, before me personally appeared JERROLD C. CHADWICK, a member of Budd Mayer Regional Company, L.C., to me 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.


Notary Public, State of Florida
Print Name: Kathryn J. Crooke
Commission No.: _____
My Commission Expires: _____

10759/40044105.NSR/mob



FILE NOW: Fee after May 1, will be \$263.75

<div style="display: flex; justify-content: space-between;"> <div style="text-align: left;"> <p>L9500000118</p> <p>LIMITED LIABILITY COMPANY ANNUAL REPORT 1995</p> </div> <div style="text-align: center;"> <p>FLORIDA DEPARTMENT OF STATE Bureau of Corporations DIVISION OF CORPORATIONS</p> </div> <div style="text-align: right;"> <p>FILED</p> <p>96 FEB -9 PM 2:42</p> <p>SECRETARY OF STATE TALLAHASSEE FLORIDA</p> </div> </div>			
<p>FILING FEE \$ 230.75</p>		<p>Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee</p> <p>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</p>	
<p>1. Name and Mailing Address of Limited Liability Company</p> <p>BUDD MAYER REGIONAL COMPANY, L.C. 3444 MEMORIAL HWY TAMPA FL 33622-5138</p>		<p>1a. Principal Place of Business Address</p> <p>3444 MEMORIAL HWY TAMPA FL 33622</p>	
<p><small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a</small></p>			
<p>2. Principal Place of Business</p> <p>Suite, Apt. #, etc.</p> <p>City & State</p> <p>Zip</p>		<p>2a. Mailing Address</p> <p>Suite, Apt. #, etc.</p> <p>City & State</p> <p>Zip</p> <p>Country</p>	
<p>3. Date Organized or Qualified</p> <p>02/09/1995</p>		<p>3a. State of Formation</p> <p>FL</p>	
<p>4. FET Number</p> <p>59-3317235</p>		<p><input type="checkbox"/> Applied For</p> <p><input type="checkbox"/> Not Applicable</p>	
<p>5. Date of Last Report</p>		<p>6. Certificate of Status Desired</p> <p><input type="checkbox"/> Additional Fee Required <input type="checkbox"/></p>	
<p>7. Name and Address of Current Registered Agent</p> <p>ROLLNICK, NEIL 133 SEVILLA CORAL GABLES FL 33134</p>		<p>8. Name and Address of New Registered Agent</p> <p>MR. GREG YADLEY (Shumaker Loop et al) Street Address (P.O. Box Number is Not Acceptable) 101 E. Kennedy Blvd. Suite, Apt. #, etc. Suite 2800 City TAMPA</p>	
<p>9. Pursuant to the provisions of Sections 608.418 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.</p>		<p>400001719414 02/20/96--01093--011 ****238.75</p>	
<p>SIGNATURE _____</p> <p><small>(If Registered Agent Accepts Appointment) (If Not, Registered Agent signature required when reappointing)</small></p>		<p>DATE <u>2/7/96</u></p>	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	CHADWICK, TERROLD C	601 LOMAX STREET	JACKSONVILLE FL
MEM	DOCKTOR, CLYDE	2250 CORPORATE PLAZA SUITE	SMYRNA GA
MEM	EVANS, MICHAEL J	2100 RIVERCHASE CNTR #406	BIRMINGHAM AL
MEM	FEILER, BARTON G	2930 BISCAYNE BLVD	MIAMI FL
MEM	MATTHEWS, WILLIAM D	2100 RIVERCHASE CNTR #400	BIRMINGHAM AL
MEM	REID, CHARLES	2100 RIVERCHASE CNTR #400	BIRMINGHAM AL
MEM	SUNDERLAND, C. MICHAEL	3444 MEMORIAL HWY.	TAMPA FL
<p>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.</p>			
<p>SIGNATURE: <u>X C. Michael Sunderland</u></p>		<p>2/5/96 (813) 282-6900</p>	
<p><small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER/MEMBER OR MANAGER</small></p>		<p><small>Date Daytime Phone #</small></p>	

L95000000118

SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

DAIRIE 11 PLAZA SUITE 2000

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

TEL: (813) 220-7600

TELETYPE: (813) 220-7600

FAX: (813) 220-7600

TELEFAX: (813) 220-7600

TELEFAX: (813) 220-7600

FAX: (813) 220-7600

TELEFAX: (813) 220-7600

FAX: (813) 220-7600

MAILING ADDRESS:

POST OFFICE BOX 172600

TAMPA, FLORIDA 33612-0600

WIRELESS DIRECT DIAL NUMBER:

(813) 227-2263

CHARLOTTE OFFICE

227 WEST TRADE STREET

SUITE 2150

CHARLOTTE, NORTH CAROLINA 28202

(704) 376-0057

FAX: (704) 372-1187

September 12, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines
Tallahassee, Florida 32399

500001948435
-09/17/96--01007--023
*****52.50 *****52.50

Re: Budd Mayer Regional Company, L.C.
Our File Number: B95992/84582

Ladies and Gentlemen:

Enclosed for filing with your office is the First Certificate of Amendment to Articles of Incorporation for the above-referenced corporation, together with our firm's check in the amount of \$52.50. Please provide us with a copy of the filed First Certificate of Amendment to Articles of Incorporation.

Sincerely,

Amy W. Recchio

Amy W. Recchio
Legal Assistant

AWR/alg
Enclosures

FIRST CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF

BUDD MAYER REGIONAL COMPANY, L.C.

The undersigned authorized representative of the members, pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, for the purpose of amending the Articles of Organization of Budd Mayer Regional Company, L.C., a Limited Liability Company formed under the laws of the State of Florida on February 9, 1995 (the "Limited Liability Company"), adopts the following First Certificate of Amendment to amend the Limited Liability Company's Articles of Organization:

RESOLVED, that Articles II, V, VII, VIII, IX and XI of the Articles of Organization are hereby amended by deleting such Articles in their entirety and substituting in lieu of such Articles the following new Articles II, V, VII, VIII, IX and XI which read as follows:

ARTICLE II: DURATION

The existence of the Limited Liability Company shall be until January 1, 2036, unless sooner terminated by the unanimous written agreement of all members, or by the expulsion, bankruptcy or dissolution of a member, or upon occurrence of any event which terminates the continued membership of a member as provided in the Limited Liability Company's Regulations.

ARTICLE V: REGISTERED AGENT

The name of the registered agent in Florida for the Limited Liability Company is Robert B. Erger and the address of the registered agent is 3444 Memorial Highway, Tampa, Florida 33622-5138.

ARTICLE VII: ADDITIONAL CAPITAL CONTRIBUTIONS

Additional capital contributions will be made upon agreement of the members owning no less than eighty-five percent (85%) of the capital interests of the Limited Liability Company.

ARTICLE VIII: ADDITIONAL MEMBERS

Members may admit additional members upon agreement of the members owning no less than eighty-five percent (85%) of the capital interests of the Limited Liability Company.

ARTICLE IX: CONTINUATION OF BUSINESS

Upon the expulsion, bankruptcy or dissolution of a member, or upon occurrence of any event which terminates the

continued membership of a member as provided in the Limited Liability Company's Regulations, the business of the Limited Liability Company and the Limited Liability Company shall be dissolved unless (a) there are at least two remaining members or at least one remaining member and one additional member is admitted in accordance with the Limited Liability Company's Regulations, and (b) the legal existence and business of the Limited Liability Company is continued with the consent of remaining members owning no less than eighty-five percent (85%) of the remaining capital interests of the Limited Liability Company.

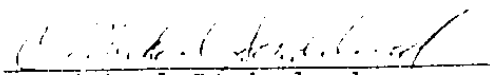
ARTICLE XI: MANAGEMENT

The Limited Liability Company is to be managed by a managing member and a managing committee comprised of managers appointed by the members in accordance with the Regulations.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of the Limited Liability Company has executed this Certificate of Amendment to Articles of Organization on the 31st day of May, 1996.

BUDD MAYER REGIONAL COMPANY, L.C.

By:


C. Michael Sunderland,
Managing Member and Authorized
Representative of the Members

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Budd Mayer Regional Company, L.C., the undersigned accepts such appointment, agrees to act in such capacity, and acknowledges that he is familiar with and accepts the obligations imposed by Section 608.415 of the Florida Limited Liability Company Act and is herewith simultaneously designated as registered agent by Budd Mayer Regional Company, L.C.

Executed this day of May, 1996.

By: Robert B. Eger
Robert B. Eger,
Registered Agent

BUDD MAYER REGIONAL COMPANY, L.C.

By: C. Michael Sunderland
C. Michael Sunderland,
Managing Member