

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



1950000354

ACCOUNT NO. : 072100000032

REFERENCE : 596495 9010A

AUTHORIZATION :

COST LIMIT : \$ 285

ORDER DATE : May 10, 1995

ORDER TIME : 9:38 AM

ORDER NO. : 596495

000001482480

CUSTOMER NO: 9010A

CUSTOMER: Ms. Maryanne K. Brockley
WHALEN & MCHALE, P. A.

Suite 850
400 Australian Avenue South
West Palm Beach, FL 33401

*Rush
Will
Wait*

DOMESTIC FILING

RUSH WILL WAIT

NAME: DAVES, WHALEN, MCHALE &
CONSIDINE, L.C.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN MAY 10 1995

FILED
95 MAY 10 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLES OF ORGANIZATION
DAVES, WHALEN, McHALE & CONSIDINE, L.C.

FILED
95 MAY 10 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers hereby file these Articles of Organization pursuant to §608.405, Florida Statutes:

ARTICLE I
Name

The name of this limited liability company is "DAVES, WHALEN, McHALE & CONSIDINE, L.C."

ARTICLE II
Duration

The limited liability company shall be organized as of the date of filing of these Articles of Organization and shall continue until December 31, 2023.

ARTICLE III
Purpose

This limited liability company is formed for the purpose of rendering personal services and all such other and lawful business of a limited liability company as is permitted by the laws of the State of Florida.

ARTICLE IV
Place of Business and Registered Agent

The limited liability company shall conduct business at 301 Clematis Street, Suite 201, West Palm Beach, Florida 33401, and its agent for the service of process at that address is TIMOTHY L. WHALEN.

ARTICLE V
Capital

The total amount of cash and other capital contributed to the limited liability company is Four Thousand Dollars (\$4,000).

ARTICLE VI
Additional Capital

No members of the corporation are required to contribute additional capital to the limited liability company except upon the amendment of these Articles of Organization.

ARTICLE VII
Admission of New Members

Upon a vote of a majority of the existing members of the limited liability company, additional members may be admitted to the company subject to the terms and conditions contained in these Articles of Organization.

ARTICLE VIII
Inadvertent Terminations

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of the company, the remaining members of the company, by their unanimous consent, may continue the business of the limited liability company.

ARTICLE IX
Management

The affairs of the company shall be managed by the members.

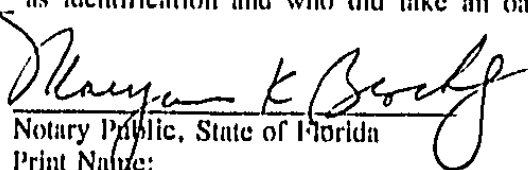
IN WITNESS WHEREOF, the undersigned sets his hand and seal on behalf of the subscribers of the limited liability company, organizing the company and directing that these Articles of Organization be filed with the Office of the Secretary of State for the State of Florida.


Timothy L. Whalen, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Timothy L. Whalen, who is personally known to me ~~or who has produced Florida driver's license number~~ as identification and who did take an oath, this 9th day of May 1995.


Notary Public, State of Florida

Print Name: _____

Commission No.: _____

My commission expires: _____



MARYANNE K BROCKLEY
My Commission CD100005
Expires Apr. 30, 1999

455941

AFFIDAVIT OF ORGANIZATION

DAVES, WHALEN, McHALE & CONSIDINE, L.C.
a Florida Limited Liability Company

COMES NOW the undersigned, a member of DAVES, WHALEN, McHALE & CONSIDINE, L.C., a Florida Limited Liability Company, who first being duly sworn, files this affidavit as to the organization of the Company, and states as follows:

1. The Company has at least four Members:

Timothy L. Whalen
301 Clematis Street, Suite 201
West Palm Beach, FL 33401

Michael J. McHale
301 Clematis Street, Suite 201
West Palm Beach, FL 33401

Joel T. Daves
301 Clematis Street, Suite 201
West Palm Beach, FL 33401

Joseph M. Considine
301 Clematis Street, Suite 201
West Palm Beach, FL 33401

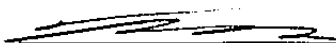
Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of the date of organization equal FOUR THOUSAND DOLLARS (\$4,000.00).

3. The agreed value of property other than cash contributed by the Members to the Company is Zero.

4. The total amount of cash and other property anticipated to be contributed to the Company is FOUR THOUSAND DOLLARS (\$4,000.00).

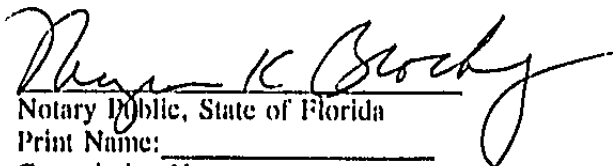
IN WITNESS WHEREOF, I set my hand and seal this 2nd day of May, 1995.


TIMOTHY L. WHALEN

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Timothy L. Whalen,
who is personally known to me ~~or who has produced Florida driver's license number~~
_____ as identification and who did take an oath, this
9 day of May 1995.



Notary Public, State of Florida

Print Name: _____

Commission No.: _____

My commission expires: _____



MARYANNE K BROCKLEY
My Commission CG 184033
Expires Apr. 30, 1999

455941
1999

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

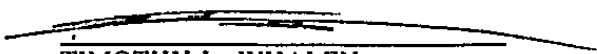
FILED
95 MAY 10 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608.415, Florida Statutes, the following is submitted in compliance with said Act:

That DAVES, WHALEN, McHALE & CONSIDINE, L.C., desiring to organize a limited liability company under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization at 301 Clematis Street, Suite 201, West Palm Beach, Florida, hereby appoints TIMOTHY L. WHALEN, as its agent to accept service of process within this State.


ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


TIMOTHY L. WHALEN
Registered Agent

DATED: May 9, 1995

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Candice B. McPherson Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Home and Mailing Address of Limited Liability Company DAVES, WHALEN, MCHALE & CONSIDINE, L.C. 301 CLEMATIS STREET SUITE 201 W. PALM BEACH FL 33401		DOCUMENT #L95000000354	
2. Principal Place of Business 301 CLEMATIS STREET SUITE 201 W. PALM BEACH FL 33401		3a. State of Formation FL	
3. Date Organized or Qualified 05/10/1995		4. FEI Number 65-0582329	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent WHALEN, TIMOTHY L 301 CLEMATIS STREET SUITE 201 W. PALM BEACH FL 33401		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	
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 _____ <small>(Registered Agent Accepting Appointment) (If Not, Registered Agent signature required when reappointing)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	WHALEN, TIMOTHY L	301 CLEMATIS STREET, SUITE	W. PALM BEACH FL
MGRM	MCHALE, MICHAEL J	301 CLEMATIS STREET, SUITE	W. PALM BEACH FL
MGRM	DAVES, JOEL T	301 CLEMATIS STREET, SUITE	W. PALM BEACH FL
MGRM	CONSIDINE, JOSEPH M	301 CLEMATIS STREET, SUITE	W. PALM BEACH FL
			400001825054 -05/16/96--01083--026 ***238.75 ***238.75
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and I 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: <i>Joseph M. Considine</i>		4/26/96 (407) 655-1200	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

MAY 6 1996

May 2, 1996

DAVES, WHALEN, MCHALE & CONSIDINE, L.C.
301 CLEMATIS STREET
SUITE 201
W. PALM BEACH, FL 33401

SUBJECT: DAVES, WHALEN, MCHALE & CONSIDINE, L.C.
Ref. Number: L95000000354

We have received your document for the above limited liability company and your check(s) totaling \$238.75; however, the document has not been filed and is being returned for the following:

Complete Block 4 by entering your Federal Employer Identification (FEI) number or by checking the appropriate box. A Social Security number is not a valid FEI number. For FEI number assistance, call the IRS at 1-800-829-1040.

NOTE: YOU HAVE 30 DAYS FROM THE DATE OF THIS LETTER TO MAKE THE CORRECTIONS AND RETURN THE DOCUMENT AND NOT HAVE TO PAY THE LATE FEE OF \$25.00.

PLEASE RETURN A COPY OF THIS LETTER WITH THE CORRECTED DOCUMENT TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314.