

195000000397

SALES, GOODLOE & GOLDEN

ATLANTA OFFICE:
ONE PEACHTREE CENTER, SUITE 4320
303 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30308

TELEPHONE: (404) 577-7500
TELECOMEN: (404) 577-7535

CHICAGO OFFICE:
SUITE 300
222 NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60601-1081

TELEPHONE: (312) 704-3970
TELECOMEN: (312) 704-3001

May 16, 1995

VIA FEDERAL EXPRESS
DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600001455146
-05/19/95--01111--002
****337.50 ****337.50

RE: Sales, Goodloe & Golden, L.C.

Dear Sir or Madam:

Enclosed please find the Articles of Organization to be filed in connection with the above referenced Florida limited liability company, and our check in the amount of \$337.50 for the fees related thereto (\$285.00 filing fee + \$52.50 for certified copy).

We request that a copy of the Articles stamped "FILED" be returned to our office as quickly as possible. A Federal Express slip has been included for your convenience in that regard.

If there are any questions or problems at all, please contact our office immediately.

Thank you for your assistance in this matter.

Sincerely yours,

Pier A. Fearonce

Pier A. Fearonce
Legal Assistant
For the Firm

call 5/22/95

FILED
95 MAY 19 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF ORGANIZATION
OF
SALES, GOODLOE & GOLDEN, L.C.**

95 MAY 19 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization for such limited liability company.

1.

The name of the Limited Liability Company shall be Sales, Goodloe & Golden, L.C. (the "Company").

2.

The Company shall be of perpetual duration.

3.

The principal office and mailing address of the Company shall be at First Union Center, 100 South Ashley, Suite 290, Tampa, Florida 33602.

4.

The initial registered office of the Company shall be Hinshaw & Culbertson, The First Union Financial Center, 200 South Biscayne Blvd., Suite 3500, Miami, Florida 33131 and the initial registered agent of the Corporation at such address shall be Manuel A. Cuadrado.

5.

Except as otherwise provided in a written operating agreement, the unanimous vote or consent of the members shall be required to approve the admission of additional members and the terms and conditions of the admissions.

6.

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 remaining members shall have the right to continue the business.

7.

Management of the business affairs of the Company shall be vested in the members, whose names and addresses are as follows:

Raymond A. Sales
303 Peachtree Street, N.E.
Suite 4320
Atlanta, Georgia 30308

Stephen H. Goodloe
303 Peachtree Street, N.E.
Suite 4320
Atlanta, Georgia 30308

Sherman E. Golden
303 Peachtree Street, N.E.
Suite 4320
Atlanta, Georgia 30308

and subject to the provisions of Section 4 of these articles of organization or any provisions of a written operating agreement, the members shall have the right and authority to manage the affairs of the Company and to make all decisions with respect thereto.

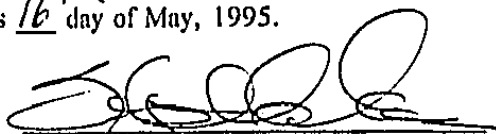
8.

Unless otherwise provided in a written operating agreement, each member shall have one vote with respect to, and the affirmative vote, approval, or consent of a majority of the members shall be required to decide, any matter arising in connection with the business and affairs of the Company.

9.

Subject to the provisions of Sections 608.4225 and 608.4363 of the Florida Limited Liability Company Act, or provisions of a written operating agreement, the Company shall indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.

IN WITNESS WHEREOF, the undersigned as a member of the Company executed these Articles of Organization this 16th day of May, 1995.



Stephen H. Goodloe, Member

Sales, Goodloe & Golden
One Peachtree Center
303 Peachtree Street, N.E.
Suite 4320
Atlanta, Georgia 30308
(404) 577-7500

6802

ACCEPTANCE OF REGISTERED AGENT

FILED

95 MAY 19 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process

SALES, GOODLOE & GOLDEN, L.C.

at the place designated in the foregoing Articles of Incorporation,
I hereby agree to act in this capacity, and agree to comply with
the provisions of Florida Statutes Section 48.091 relative to
keeping open such office.

Date: May 18, 1995

By:


MANUEL A. CUADRADO, ESQ.

May 16, 1995

SALES, GOODLOE & GOLDEN, L.C.
First Union Center
100 South Ashley
Suite 290
Tampa, Georgia 33602

Gentlemen:

I agree to act as registered agent for Sales, Goodloe & Golden, L.C. and I am familiar with, and accept, the obligations of that position.

Sincerely yours,

A handwritten signature in dark ink, appearing to read 'Manuel A. Cuadrado', with a stylized, flowing script.

Manuel A. Cuadrado

STATE OF GEORGIA
COUNTY OF FULTON

FILED

95 MAY 19 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

Before the undersigned attesting officer, duly authorized by law to administer oaths in the above-referenced state, appeared Affiant, Stephen H. Goodloe, who, being duly sworn according to law, deposed and stated on oath as follows:

That Affiant has personal knowledge of the facts set forth herein.

That Affiant is a Member of SALES, GOODLOE & GOLDEN, L.C., a Florida limited liability company (hereinafter referred to as the "Company") and is duly authorized to make this Affidavit.

That the Company has at least two members.

That cash contributions have previously been made to the Company; and such contributions have been made in accordance with the balance sheet attached hereto as Exhibit "A".

That this Affidavit is made to accompany the articles of organization being filed in the Department of State for the State of Florida in accordance with subsection (2) of Section 608.407 of the Florida Limited Liability Company Act, knowing that the State of Florida will rely upon the statements made herein.

Subscribed and sworn to
before me this 17 day
of May, 1995.

AFFIANT:

Juanita Santiago Navarro
Notary Public

Stephen H. Goodloe (Seal)
Stephen H. Goodloe

Notary Public, Gwinnett County, Georgia
My Commission Expires Nov. 3, 1995

Commission Expiration Date

[Notarial Seal]

EXHIBIT A

SALES, GOODLOE & GOLDEN
BALANCE SHEET
(UNAUDITED)
DECEMBER 31, 1994

ASSETS

CURRENT ASSETS:		
CASH - OPERATING		\$ 4,052
CASH - ESCROW		140,030
CASH - PAYROLL		1,763
CASH - MONEY MARKET		110
CASH - CAP ACCOUNT		2,195
PREPAID TITLE CREDIT		2,500
PREPAID INSURANCE		24,158
CLIENT EXPENSES RECEIVABLE		<u>3,500</u>
TOTAL CURRENT ASSETS		178,308

PROPERTY AND EQUIPMENT:		
FURNITURE AND FIXTURES	\$162,945	
OFFICE EQUIPMENT	119,409	
LEASEHOLD IMPROVEMENTS	<u>18,595</u>	
	300,949	
ACCUMULATED DEPRECIATION	<u>(105,454)</u>	<u>195,495</u>
		<u>373,803</u>

LIABILITIES AND PARTNERS' CAPITAL

CURRENT LIABILITIES:		
FUNDS HELD FOR OTHERS		\$145,221
TOTAL CURRENT LIABILITIES		145,221
LINE OF CREDIT PAYABLE		157,716
PARTNERS' CAPITAL:		
SALES	\$51,113	
GOODLOE	26,221	
GOLDEN	<u>(6,468)</u>	
TOTAL PARTNERS' CAPITAL		<u>70,866</u>
		<u>\$373,803</u>

THE TOTAL AMOUNT OF CASH AND PROPERTY CONTRIBUTED BY THE MEMBERS IS \$266,361

SEE ACCOUNTANTS' COMPILATION REPORT

LAW OFFICES

SALES, GOODLOE & GOLDEN

ATLANTA OFFICE:
ONE PEACHTREE CENTER, SUITE 4320
303 PEACHTREE STREET, N.W.
ATLANTA, GEORGIA 30308

TELEPHONE: (404) 877-7500
TELECOMPER: (404) 877-7535

L 95000000397

CHICAGO OFFICE:
SUITE 300
222 NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60601-1081

TELEPHONE: (312) 704-3070
TELECOMPER: (312) 704-3001

July 11, 1995

VIA FEDERAL EXPRESS
DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001535815
-07/12/95--01054--020
****105.00 ****105.00

RE: Sales, Goodloe & Golden, L.C.
No. L95000000397

Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of Organization to be filed in connection with the above referenced Florida limited liability company, and our check in the amount of \$105.00 for the fees related thereto (\$52.50 filing fee + \$52.50 for certified copy).

We request that a copy of the Articles stamped "FILED" be returned to our office as quickly as possible. A Federal Express slip has been included for your convenience in that regard.

If there are any questions or problems at all, please contact our office immediately.

Thank you for your assistance in this matter.

Sincerely yours,

Pier A. Fearonce
Pier A. Fearonce
Legal Assistant
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 26 PM 3:04

July 25, 1995

ATTN: Thelma Louise

Thelma Louise enclose is the original registration Agent for SALES, GOODLOE, GOLDEN & SIPLIN.

Very Truly Yours
Gary A. Siplin, Esq.

AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF ORGANIZATION
OF
SALES, GOODLOE & GOLDEN, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 26 PM 3:04

The undersigned, being a member of SALES, GOODLOE & GOLDEN, L.C. (the "Company") hereby certifies to the Florida Department of State the following amendment and restatement of the Company's Articles of Organization executed May 16, 1995 and filed May 19, 1995:

BACKGROUND STATEMENT

Pursuant to that certain Operating Agreement of the Company dated May ____, 1995 (the "Operating Agreement"), the Members of the Company, formerly being Raymond A. Sales, Stephen H. Goodloe, and Sherman E. Golden, general partners of Sales, Goodloe & Golden, have approved the change in the membership of the Company to include the following two members:

Sales, Goodloe & Golden, a Georgia general partnership
303 Peachtree Street
Suite 4320
Atlanta, Georgia 30308

Gary A. Siplin, Esq.
3050 Biscayne Blvd.
Suite 507
Miami, Florida 33137

and have authorized a change in the registered agent.

The Members of the Company have further agreed that the Articles of Organization should be amended and restated as follows:

1.

The name of the Limited Liability Company shall be Sales, Goodloe, Golden & Siplin, L.L.C. (the "Company").

2.

The Company shall be of perpetual duration.

3.

The principal office and mailing address of the Company shall be at 3050 Biscayne Blvd., Suite 507, Miami, Florida 33137.

4.

The registered office of the Company shall be 3050 Biscayne Blvd., Suite 507, Miami, Florida 33137 and the registered agent of the Corporation at such address shall be Gary A. Siplin.

5.

Except as otherwise provided in a written operating agreement, the unanimous vote or consent of the members shall be required to approve the admission of additional members and the terms and conditions of the admissions.

6.

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 remaining members shall have the right to continue the business.

7.

Management of the business affairs of the Company shall be vested in Sales, Goodloe & Golden, whose address is 303 Peachtree Street, Suite 4320, Atlanta, Georgia 30308 and subject to the provisions of Section 5 of these articles of organization or any provisions of a written operating agreement, Sales, Goodloe & Golden shall have the right and authority to manage the affairs of the Company and to make all decisions with respect thereto.

8.

Each member's voting rights and decisions with respect to any matter arising in connection with the business and affairs of the Company shall be as provided in a written operating agreement.

9.

Subject to the provisions of Sections 608.4225 and 608.4363 of the Florida Limited Liability Company Act, or provisions of a written operating agreement, the Company shall indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.

IN WITNESS WHEREOF, the undersigned as a member of the Company executed
these Articles of Organization this 10 day of July, 1995.

SALES, GOODLOE & GOLDEN,
a Georgia general partnership

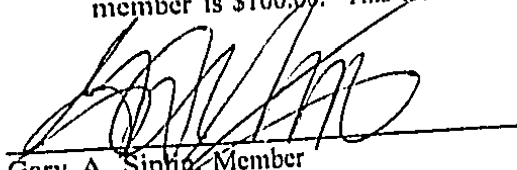
By: Stephen H. Goodloe
Stephen H. Goodloe
General Partner

Sales, Goodloe & Golden
One Peachtree Center
303 Peachtree Street, N.E.
Suite 4320
Atlanta, Georgia 30308
(404) 577-7500

**SUPPLEMENTAL AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of SALES, GOODLOE, GOLDEN & SIPLIN, L.L.C.
deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member is \$100.00
- 3) if any, the agreed value of property other than cash contributed by member is zero.
- 4) the total amount of cash or property anticipated to be contributed by member is \$100.00. This total includes amounts from 2 and 3 above.



Gary A. Siplin, Member

(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.)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for

SALES, GOODLOE, GOLDEN & SIPLIN, L.L.C.

at the place designated in the foregoing amended and restated Articles of Organization, and being familiar with the duties and responsibilities of a Registered Agent, I hereby accept such duties and responsibilities as Registered Agent of said Limited Liability Company.

Date: July 25, 1995

By: 
GARY A. SIPLIN, ESQ.

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
DIVISION OF CORPORATIONS

FILED
96 AUG -1 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

DOCUMENT #L95000000397

1. Name and Mailing Address
of Limited Liability Company

SALES, GOODLOE, GOLDEN & SIPLIN, L.L.C.
~~3050 BISCAYNE BLVD. 169~~
~~SUITE 507~~
MIAMI FL 33137

1a. Principal Place of Business Address

3050 BISCAYNE BLVD.
SUITE 507
MIAMI FL 33137

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

2. Principal Place of Business

169 E Flagler
Suite Apt # 1121

City & State

MIAMI FL

33137

2a. Mailing Address

169 E Flagler
Suite Apt # 1121

City & State

MIAMI FL

33137

3. Date Organized or Qualified

05/19/1995

3a. State of Formation

FL

4. FEI Number

☒ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

\$8.75 Additional Fee Required ☐

7. Name and Address of Current Registered Agent

SIPLIN, GARY A
3050 BISCAYNE BLVD.
SUITE 507
MIAMI FL 33137

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

169 E Flagler St # 1121

Suite Apt # 1121

City

MIAMI

FL

Zip Code

33137

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

10. Title

Managing Members/Managers

Business Street Address

DATE

City, State and Zip Code

MEM

SALES, GOODLOE & GOLDE

303 PEACHTREE STREET NE SU

ATLANTA GA

MEM

SIPLIN, GARY A

~~3050 BISCAYNE BLVD.~~

~~SUITE MIAMI FL~~

169 E Flagler St

Suite 1121

MIAMI FL

100001915251

-08/07/96--01047--007

***254.75 ***254.75

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 the address

SIGNATURE:

Manager

Member

7/1/96

305 S 4th St

L 95000000397
LAW OFFICES OF
GARY A. SIPLIN & ASSOCIATES

MIAMI OFFICE:
169 E. Flagler Street
Suite 1121
Miami, Florida 33131-1210

Telephone: (305) 373-7776
Telecopier: (305) 373-7774

TALLAHASSEE OFFICE:
150 S. Monroe Street
Suite 306
Tallahassee, Florida 32301

Telephone: (904) 224-3009
Telecopier: (904) 224-8373

March 5, 1997

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

400002105814--0
-03/06/97--01052--001
*****52.50 *****52.50

Re: Sales, Goodloe, Golden & Siplin, L.L.C.

400002105814--0
-03/06/97--01052--002
*****52.50 *****52.50

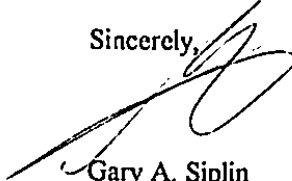
Dear Sir/Madam:

Enclosed please find the Certificate of Amendment to Articles of Organization for Sales, Goodloe, Golden & Siplin, L.L.C. which lists two amendments. Also enclosed are two checks in the amounts of \$52.50 made payable to the Secretary of State for filing of amendments, and \$52.50 for a certified copy.

We request that a copy of the Articles stamped "FILED" be returned to our office overnight via Federal Express. A Federal Express mailing slip with our account number has been included for your use and convenience.

If there are any questions, please contact me at (305) 373-7776 immediately.

Sincerely,


Gary A. Siplin
For the Firm

Encl.

GAS/sms
c:\office\wpwin\spdocs\office\corres\artamend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -6 PM 4:13

TEL MAR 7 1997

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -6 PM 4:13

SALES, GOODLOE, GOLDEN & SIPLIN, L.L.C.

(Present Name)

(A Florida Limited Liability Company)

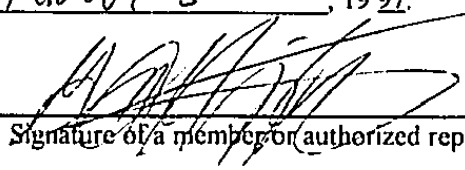
FIRST: The date of filing of the articles of organization was May 16, 1995

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company.

1. The name of the limited liability company shall be The Law Offices of Gary A. Siplin & Associates, L.L.C. (the "Company").

2. Management of the Business Affairs of the Company shall be vested in Gary A. Siplin, whose address is 169 East Flagler Street, Suite 1121, Miami, Florida 33131 and Gary A. Siplin shall have the right and authority to manage the affairs of the company and to make all decisions with respect thereto.

Dated March 5, 19 97.



Signature of a member or authorized representative of a member

Gary A. Siplin

Typed or printed name of person signing