

L96000000827
TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: ORION CAPITAL ADVISORS, L.C.
(Proposed limited liability company name - must include suffix)

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-08/01/96--01056--002
***346.25 ***346.25

Enclosed is an original and one (1) copy of the articles of organization and a check for :

\$285.00
Filing Fee
& Registered
Agent designation

\$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

\$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

\$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: DAVID A. MATERNA
Name (Printed or typed)

7602 HUNTERS GROVE ROAD
Address

JACKSONVILLE, FL 32256
City, State & Zip

(904) 642-4005
Daytime Telephone number

AUG 1 1996 BSB

FILED
96 AUG -1 PH 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
Orion Capital Advisors, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, of the age of eighteen years or more, acting as the organizer of a limited liability company under the State of Florida Limited Liability Company Act, adopts the following Articles of Organization.

Article I - Name:

The name of this Limited Liability Company is: **Orion Capital Advisors, L.C.**

Article II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: **7602 Hunters Grove Road, Jacksonville, Florida 32256.**

Article III - Duration:

The period of duration of the Limited Liability Company shall be: **perpetual.**

Article IV - Management:

The management of the Limited Liability Company is reserved to the members. The names and addresses of its initial members are:

David A. Materna
7602 Hunters Grove Road
Jacksonville, Florida 32256

Franklin H. Habit II
16 Ansley Court
Hilton Head Island, South Carolina 29926

Article V - Admission of Additional Members:

The members of the Limited Liability Company may agree, from time to time by unanimous vote, to admit additional members under terms and conditions to be specified in the Operating Agreement.

Article VI - Members Rights to Continue Business:

The members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership in the Limited Liability Company upon the consent of all the remaining members.

Article VII - Nonliability of Members:

No member of the Limited Liability Company shall be personally liable for the expenses, debts, obligations or liabilities of the Limited Liability Company, or for claims made against it.

Orion Capital Advisors, L.A. (continued)

Article VIII - Statement of Purpose:

The purposes for which the Limited Liability Company is organized are to provide financial advisory and consulting services to individuals and businesses; and to engage in any other lawful business for which limited liability companies may be organized in this state.

In Witness Whereof, the undersigned organizer of this Limited Liability Company has signed these Articles of Organization on the date indicated. In addition, the undersigned hereby accepts appointment as registered agent for the Limited Liability Company and agrees to file a separate Designation of Registered Agent form as required.

Date: July 30, 1996

Signature: David A. Muterna

David A. Muterna, Organizer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

ORION CAPITAL ADVISORS, 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(s) is \$ 20,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A .
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 20,000 .
- 5) the total amount of 2, 3, and 4 is \$ 40,000 .

David A. Materna

Signature of a member or authorized representative of a 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.)

DAVID A. MATERNA, ORGANIZING MEMBER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

ORION CAPITAL ADVISORS, L.C.

2. The name and address of the registered agent and office is:

DAVID A. MATERNA

(Name)

7602 HUNTERS GLOVE ROAD

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

JACKSONVILLE, FLORIDA 32256

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

David A. Materna
(Signature)

July 30, 1996
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent