

08/02/96 16:16 813 223 2006

ANNIS MITCHELL

08/02/96

8/02/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ANNIS MITCHELL, CUCKER, REYNOLDS & ASSOC.

DEPARTMENT OF STATE

201 N. FRANKLIN ST., STE. 2100

STATE OF FLORIDA

PO BOX 3433

409 EAST GAINES STREET

TAMPA FL 33601-1111

TALLAHASSEE, FL 32399

CONTACT: KIT RUSSELL

FAX: (904) 922-4000

PHONE: (813) 229-3321

FAX: (813) 223-9067

((H96000010763))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: GNP JOINT VENTURE LLC

FAX AUDIT NUMBER: H96000010763

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/02/1996

TIME REQUESTED: 14:11:20

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: MAIL

ESTIMATED CHARGE: \$293.75

ACCOUNT NUMBER: 075410003506

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ANNIS MITCHELL

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**ARTICLES OF ORGANIZATION
OF
GNP JOINT VENTURE, L.L.C.**

1. **Name.** The name of this limited liability company is **GNP JOINT VENTURE, L.L.C.**, a Florida limited liability company (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of providing governmental and contract services, including but without limitation, services under that certain contract with the Department of Health and Rehabilitative Services of the State of Florida, awarded in connection with RFP MF619 TB.
4. **Place of Business.** The mailing and street address of the Company's principal office in the State of Florida is 888 Executive West, Suite 101, St. Petersburg, Florida 33702.
5. **Registered Agent and Office.** The name of the initial registered agent of the Company is LOUIS P. ORTIZ. The street address of the initial registered agent of the Company is 888 Executive West, Suite 101, St. Petersburg, Florida 33702.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the members is \$100.00. No additional contributions have been agreed upon.
7. **Additional Members.** Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. **Termination of Membership.** Upon the resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. **Management of the Company.** The Company shall be managed by the members in accordance with the regulations and operating agreement. The Company shall initially be managed by the following three (3) members:

Garcia & Ortiz, P.A.

Post Office Box 20929
888 Executive Drive West, Suite 101
St. Petersburg, Florida 33702

D. Lockwood Gray, Esq. FBN 0974330
P.O. Box 3433, Tampa, FL 33601 813/229-3321

H96000010763

H96000010763

Nunez, Collins, Touchton,
Gray & Adams, P.A.

811 East Main Street
Lakeland, Florida 33802

Preferred Collection and
Management Services, Inc.

One Davis Boulevard
Suite 205
Tampa, Florida 33601

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee 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 transferring member otherwise would be entitled by virtue of membership.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

2 The undersigned has executed these Articles of Organization effective as of the day of August, 1996.

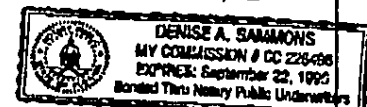
GARCIA & ORTIZ, P.A.

By: [Signature]
Louis P. Ortiz, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH Pineellas

I HEREBY CERTIFY that on this 2 day of August, 1996, before me personally appeared LOUIS P. ORTIZ, who is personally known to me and did not take an oath.

[Signature]
NOTARY PUBLIC
Printed Name: Denise A. Sammons
Commission No.: CC 226496
My Commission Expires: 9-22-96



08/02/00 15:10

0813 223 2008


ANNIS MITCHELL

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



LOUIS P. ORTIZ

Dated: August 2, 1998.

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**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

I, Louis P. Ortiz, representing GARCIA & ORTIZ, P.A., being one of the initial members of GNP JOINT VENTURE, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$100.00 of cash to the Company. It is not anticipated at this time that any additional cash will be contributed by the members to the Company.
3. No property other than the cash identified above will be contributed.

Executed this 2 day of August, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

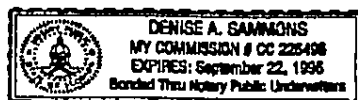
GARCIA & ORTIZ, P.A.

By: [Signature]
Louis P. Ortiz, President

FILED
96 AUG -2 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH Pinellas

I HEREBY CERTIFY that on this 2 day of August, 1996, before me personally appeared LOUIS P. ORTIZ, who is personally known to me and did not take an oath.



Denise A. Sammons
NOTARY PUBLIC
Printed Name: Denise A. Sammons
Commission No.: CC-226496
My Commission Expires: 9-22-96

5820-001-356765.01

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ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

PROFESSIONAL ASSOCIATION

SUITE 1100
ONE TAMPA CITY CENTER
POST OFFICE BOX 3433
TAMPA, FLORIDA 33601

TELEPHONE: (813) 229-3381
FACSIMILE: (813) 223-8087

AVAILABLE FOR CONSULTATION
KARGEL, VOLLHARDT & PARTNER

KUNFORDSTENDAMM 30

D-10719 BERLIN

GERMANY

011-49-30-885-7710

FAX 011-49-30-881-1308

March 10, 1997

MICHAEL D. ANNIS
WILLIAM F. BHANDED, JR.
ENOLA T. BROWN
FREDTON O. COCKEY, JR.
JODI L. CORRIGAN
PAMELA COTHMAN
ROBERT M. DAISLEY
KIRK B. DAVIS
KENNETH A. DIAMOND
PETER D. DORAGH
GREGORY W. DWORZANOWSKI
JOSEPH D. EDWARDS
BRUCE G. FEDOR
W. KEITH FENDRICK
THOMAS B. GARLICK
DAVID A. GOLDBSTEIN
D. LOCKWOOD GRAY
CHRISTOPHER L. GRIFFIN
C. DAVID HARPER
MARK S. HOWARD
MICHELE R. HUDSBICK
BARBARA HARDY HUNT
LAWRENCE P. INGRAM
DAVID S. JOHNSON

GARY W. JOHNSON
LONIE SMITH JOHNSON
STEPHEN L. KUBBNER
DAVID L. LAPIDES
THOMAS M. LITTLE
ANDREW R. MCCUMBER
ROBERT D. MCLEAN
MARION PORTER MATHIASON
STEPHEN J. MITCHELL
SEAN P. MURPHY
LEE E. NELSON
C. PERRY PEEPLES
CLAUDIUS H. PRITCHARD, II
JOHN H. RAINE, III
BENJAMIN P. REESE, II
FRED B. RIDLEY
ROBERT L. ROCKE
THOMAS J. ROEHN
JOSEPH W.N. RUGG
STEVEN M. SAMAH
OLIN G. SHIVERS
DEBRA K. SMETANSKI
STEPHEN J. SZABO, III
RANDOLPH J. WOLFE

FREDERICK B. KARL
OF COUNSEL

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

Re: GNP Joint Venture, L.L.C.
Our File No. 5860-001

800002112338--7
-03/13/97--01034--006
****250.00 ****250.00

Dear Madam or Sir:

With respect to the above-captioned limited liability company, enclosed are an original and one copy of each of the following documents for filing with your office:

♦ Supplemental Affidavit of Capital Contributions and check in the amount of \$250.00 made payable to the State of Florida Department of State.

♦ Articles of Amendment to Articles of Organization and check in the amount of \$52.50 made payable to the State of Florida Department of State.

Please file the documents, place your "Filed" stamp on the enclosed copies, issue a Certificate of Status, and then return the documents to us in the envelope provided.

If you have any questions, please let me know. Thank you for your assistance with this matter.

Sincerely,

Katherine Russell

Katherine Russell
Legal Assistant

Enclosures
5860-001-0400653.01

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 13 PM 1:07
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MAR 18 1997

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, McNulty, Garcia & Ortiz, P.A., a Florida Professional services corporation, member of GNP JOINT VENTURE, L.L.C., a Florida limited ~~partnership~~, hereinafter referred to as the "Company," who, upon being sworn, certify as follows:
liability company

1. The Members have contributed a total of \$24,000 of capital to the Company.

2. It is anticipated that no additional capital shall be contributed by the Members in the future.

This 5th day of March, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GNP JOINT VENTURE L.L.C., a Florida
limited liability company

By: McNulty, Garcia & Ortiz, P.A., a
Florida professional services
corporation

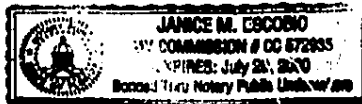
By: [Signature]
Louis P. Ortiz, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5 day of march, 1997 by Louis P. Ortiz, as President of McNulty, Garcia & Ortiz, P.A., a Florida professional services corporation, on behalf of GNP Joint Venture, L.L.C., a Florida limited liability company, who is personally known to me or has produced _____ as identification.

Janice M. Escobio
NOTARY PUBLIC
Name: Janice M. Escobio
Commission No. CC 572935
My Commission Expires:

5860-001-385834



L96000000833

Requestor's Name

Address

City/State/Zip

Phone #

200002112342---5
-03/13/97--01034--007
*****\$2.50 *****\$2.50

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

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(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

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DIVISION OF CORPORATION
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T.L. MAR 18 1997

Examiner's Initials

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

MICHAEL D. ANNIS
WILLIAM F. BRANDED, JR.
ENOLA T. BROWN
PRESTON O. COCKEY, JR.
JODI L. CORRIGAN
PAMELA COTIIRA
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LAWRENCE P. INGRAM
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PROFESSIONAL ASSOCIATION

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FACSIMILE: (813) 883-9087
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KUNFORDSTENDAMM 38
D-10719 BERLIN
GERMANY
OII-49-30-885-7710
FAX OII-49-30-881-1308

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STEVEN M. SAMAH
OLIN G. SHIVERS
DEBRA K. OMIETANSKI
STEPHEN J. SZABO, III
RANDOLPH J. WOLFE

March 10, 1997

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

Re: GNP Joint Venture, L.L.C.
Our File No. 5860-001

Dear Madam or Sir:

With respect to the above-captioned limited liability company, enclosed are an original and one copy of each of the following documents for filing with your office:

♦ Supplemental Affidavit of Capital Contributions and check in the amount of \$250.00 made payable to the State of Florida Department of State.

♦ Articles of Amendment to Articles of Organization and check in the amount of \$52.50 made payable to the State of Florida Department of State.

Please file the documents, place your "Filed" stamp on the enclosed copies, issue a Certificate of Status, and then return the documents to us in the envelope provided.

If you have any questions, please let me know. Thank you for your assistance with this matter.

Sincerely,

Katherine Russell

Katherine Russell
Legal Assistant

Enclosures
5860-001-0400653.01

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
GNP JOINT VENTURE, L.L.C.**

THE UNDERSIGNED hereby executes and swears to this Amendment to the Articles of Organization of GNP JOINT VENTURE, L.L.C., a Florida limited liability company (the "Company"), pursuant to the Florida Limited Liability Company Act, as amended, Florida Statutes § 608.411.

1. Name of Company. The name of the Company is GNP JOINT VENTURE, L.L.C.

2. Date of Filing Articles of Organization. The Company filed its Articles of Organization (the "Articles") with the State of Florida Department of State on August 2, 1996.

3. Amendments to the Articles of Organization.
Paragraph 9 of the Articles is hereby amended by deleting the current paragraph 9 in its entirety and substituting the following in lieu thereof:

9. Management of the Company. The Company shall be managed by the members in accordance with the Regulations and Operating Agreement. The Company shall be managed by the following three (3) members:

Members
McNulty, Garcia
& Ortiz, P.A.

Address
P.O. Box 20929
888 Executive Drive West
Suite 101
St. Petersburg, FL 33702

NCT Group CPA's, L.L.P.

P.O.Box 1076
Lakeland, FL 33802

Preferred Collection and
Management Services, Inc.

One Davis Boulevard
Suite 205
Tampa, FL 33601

DATED effective the 5 day of March, 1997.

GNP JOINT VENTURE, L.L.C., a Florida
limited liability company

By: McNulty, Garcia & Ortiz, P.A.,
a Florida professional services
corporation

By: [Signature]
Louis P. Ortiz, President

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