

SILVER & VOIT

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Irving
Law
Firm
P.C.

L96000000983

September 12, 1996

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

RE: *The Rhodes Trading Company, L.L.C.*; Our File LS-5103-6131

Gentlemen:

300001348373
-09/16/96--01077--004
****250.00 ****250.00

Enclosed please find the following:

1. Articles of Organization of The Rhodes Trading Company, L.L.C., in duplicate. The Articles contain the Acceptance by Registered Agent and the affidavit of W. Blake von Riedenauer, M.D.

2. Name reservation letter indicating the reservation number for the company's name is R96000004028.

3. Our check in the amount of \$250.00 in payment of the filing fee.

If there are any problems, please let me know.

Sincerely,


Irving Silver

IS:cm
Enclosure

 9/17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 16 AM 8:43

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

IRVING SILVER, ESQ.
SILVER & VOIT
4317-A MIDMOST DR.
MOBILE, AL 36609-5589

The name RHODES TRADING COMPANY, L.L.C. has been reserved for 120 days beginning August 22, 1996. The reservation number is R96000004028 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 496A00039994

**ARTICLES OF ORGANIZATION
OF
THE RHODES TRADING COMPANY, L.L.C.**

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, W. Blake von Riedenauer, M.D., acting as the organizer of The Rhodes Trading Company, L.L.C., under the provisions of the Florida Limited Liability Company Act, (hereinafter sometimes the Act) adopt the following Articles of Organization for The Rhodes Trading Company, L.L.C.:

ARTICLE I

NAME

1.0 The name of the limited liability company herewith organized by him is The Rhodes Trading Company, L.L.C. (hereinafter sometimes the Company).

ARTICLE II

DURATION

2.0 The duration of the Company shall be for thirty (30) years from date of the filing of these Articles of Organization in the Office of the Florida Department of State, unless the Company is earlier dissolved pursuant to the actions of its members or by operation of the Act.

ARTICLE III

PURPOSES

3.0 The purposes for which the Company is organized are:

3.1 To engage generally in the business of buying, selling, dealing in and with real estate; and in addition thereto the Company shall be authorized and empowered to engage in any lawful business or enterprise not prohibited by the Act or by law; and

3.2 In general, to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes stated in this Article, and to do all things incidental to them or in connection with them that are not forbidden by the Act, by other laws, or by these Articles of Organization.

ARTICLE IV

PRINCIPAL OFFICE; REGISTERED OFFICE AND REGISTERED AGENT

4.0 Principal Office. The mailing address and street address of the principal office of the Company is 362 Gulf Breeze Parkway, #193, Gulf Breeze, Florida, 32561.

4.1 Registered Office and Registered Agent. The address of the initial registered office of the Company is 362 Gulf Breeze Parkway, #193, Gulf Breeze, Florida, 32561. The name of its initial registered agent at such address is W. Blake von Riedenauer, M.D.

ARTICLE V

MEMBERS

5.0 The names and mailing addresses of the initial members of the Company are as follows:

W. Blake von Riedenauer, M.D.
362 Gulf Breeze Parkway #193
Gulf Breeze, FL 32561

Thomas King
47 Pelican
Groton, Connecticut 06340

ARTICLE VI

ADDITIONAL MEMBERS

6.0 Admission to Membership. From the date of the filing of these Articles in the Florida Department of State, any person or entity acceptable to the Members by their unanimous vote may become a member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their unanimous votes shall determine, or as a transferee of a Member's membership interest or any portion thereof, subject to the terms and conditions of any Operating Agreement adopted by the Members.

6.1 Financial Adjustments. No new members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The manager may, at his option, at the time a member is admitted, close the Company's books (as though the Company's tax year had ended) or make *pro rata* allocations of loss, income, and expense deductions to a new member for that portion of the Company's tax year in which a member was admitted in accordance with the provisions of §703(d) of the Internal Revenue Code of 1986 and the U. S. Department of Treasury Regulations promulgated thereunder.

ARTICLE VII

RIGHTS TO CONTINUE BUSINESS OF COMPANY

7.0 The remaining members of the Company shall have the right to continue the business of the Company after an event of dissociation terminates the continued membership of a member in the Company in accordance with the terms and provisions of any Operating Agreement adopted by the members.

ARTICLE VIII

MANAGEMENT OF COMPANY

8.0 The business and affairs of the Company shall be managed by its manager. The manager shall direct, manage, and control the business of the Company to the best of his ability. The Company shall initially have one manager. The number of managers shall be subject to change from time to time by the affirmative vote of the members holding at least two-thirds of all of the capital interests in the Company's capital, but in no instance shall there be less than one manager. Each manager shall hold office until the next annual meeting of the members or until a successor shall have been elected and qualified. Managers shall be elected by the affirmative vote of members holding at least a majority interest. Managers need not be residents of the State of Florida or member of the Company.

8.1 **Identity of Initial Manager.** The name and mailing address of the initial manager of the Company is:

W. Blake von Riedenauer, M.D.
362 Gulf Breeze Parkway, #193
Gulf Breeze, FL 32561

IN WITNESS WHEREOF, these Articles of Organization have been duly adopted as of this the 10th day of September, 1996.

 (SEAL)
W. Blake von Riedenauer, M.D.

STATE OF ALABAMA
COUNTY OF MOBILE

Before me, the undersigned authority, personally appeared **W. Blake von Riedenauer, M.D.**, whose name is signed to the within Articles of Organization of The

Rhodes Trading Company, L.L.C. and who acknowledged to me that he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 10th day of September, 1996.

Lisa A. Hinkle
NOTARY PUBLIC

[AFFIX SEAL HERE]



Official Notary Public Seal
Lisa A. Hinkle
State of Alabama at Large
Principal Office in Mobile Co.

ACCEPTANCE BY REGISTERED AGENT

W. Blake von Riedenauer, M.D., being named as the Registered Agent in ARTICLE IV on Page 2 hereof does herewith accept such designation and agree to serve as Registered Agent for The Rhodes Trading Company, L.L.C.

W. Blake von Riedenauer, M.D.
W. Blake von Riedenauer, M.D.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

STATE OF ALABAMA
COUNTY OF MOBILE

CERTIFICATE OF W. BLAKE VON RIEDENAUER, M.D.

Before me, the undersigned Notary Public, in and for said State and County, personally appeared W. Blake von Riedenauer, M.D., who, after being by me first duly sworn, does depose and say on oath as follows:

1. My name is W. Blake von Riedenauer, M.D. I am a member of The Rhodes Trading Company, L.L.C. and I am also its Initial Manager.

2. At the time of its organization, The Rhodes Trading Company, L.L.C. has two members, namely, W. Blake von Riedenauer, M.D., and Thomas King.

3. The initial capital contributions of the members of The Rhodes Trading Company, L.L.C. are as follows:

Name	How Paid	Amount
W. Blake von Riedenauer, M.D.	Cash	\$ 500.00
Thomas King	Cash	\$ 500.00

4. Each Member shall be required to make such additional capital contributions as shall be determined by the Manager from time to time to be reasonably necessary meet the expenses of the Company.


W. Blake von Riedenauer, M.D.

Sworn to and subscribed to before me
on this the 10th day of September, 1996.


NOTARY PUBLIC



Official Notary Public Seal
Lisa A. Hanks
State of Alabama at Large
Principal Office in Mobile Co.