

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-22-0170
904-22-0193

800-344-8086

L96000001324



PRECISE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 196364 6457A

AUTHORIZATION :

COST LIMIT : *Patricia's Project*

ORDER DATE : December 19, 1996

ORDER TIME : 5:03 PM

ORDER NO. : 196364-005

CUSTOMER NO: 6457A

000002034650--0

CUSTOMER: Alexander J. Ombres, Esq
ARNOLD MATHENY & EAGAN, P.A.

P. O. Box 2967

Orlando, FL 32803-3842

DOMESTIC FILING

NAME: PRECIOUS METALS WITH A
MESSAGE, L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 DEC 20 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 20 AM 9:52
DIVISION OF CORPORATIONS

12-20-96
KR

**ARTICLES OF ORGANIZATION
OF
PRECIOUS METALS WITH A MESSAGE, L.C.**

FILED
96 DEC 20 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

Name

The name of the limited liability company ("Company") is **PRECIOUS METALS WITH A MESSAGE, L.C.**

ARTICLE II.

Address

The mailing and street address of the Company's principal office is **3122 East Colonial Drive, Orlando, Florida 32803.**

ARTICLE III.

Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be for a period of sixty (60) years unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV.

Registered Agent and Office

The name of the Company's initial registered agent in Florida is **Alexander J. Ombres**. The address of Company's registered office is **801 N. Magnolia Avenue, Suite 201, Orlando, Florida 32803.**

ARTICLE V.

Management

The Company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The initial manager will serve until the first annual meeting of the members. The initial manager is Carl Scarlata, Jr., whose address is 3122 East Colonial Drive, Orlando, Florida 32803.

ARTICLE VI.

Admission of New Members

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII.

Termination of Existence

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

ARTICLE VIII.

Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article V.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date and year and place as noted.

Carmen M. Thomson
Carmen M. Thomson

Carl Scarlata, Jr.
CARL SCARLATA, JR.
Date: 12/17/96
Place: Orlando, Florida

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of December, 1996, by Carl Scarlata, Jr., who is personally known to me or who has produced _____ as identification.

Alexander J. Ombres
Notary Public

Printed or Stamped Name
My Commission Expires:

C:\DOCS\CORP\PRECIOUS.ART

ALEXANDER J. OMBRES
Notary Public, State of Florida
My Comm. Expires July 21, 1999
Comm. No. CC128992

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned manager and member of PRECIOUS METALS WITH A MESSAGE, LIMITED COMPANY deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is ONE THOUSAND (\$1,000.00) DOLLARS.
3. The agreed value of property other than cash contributed by members is NONE. The description of the property is attached and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by members is \$1,100.00. This total includes the amounts from 2. and 3. above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.



CARL SCARLATA, JR.

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

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, 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 **PRECIOUS METALS WITH A MESSAGE, LIMITED COMPANY.**

2. The name and address of the registered agent and office is **ALEXANDER J. OMBRES, 801 N. Magnolia Ave., Suite 201, Orlando, Florida 32803.**

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

Dated December 17, 1996



ALEXANDER J. OMBRES

96 DEC 20 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C:\DOCS\CORP\PRECIOUS.CER