

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-344-8086

L9600000/332



PROFESSIONAL
TELECOMMUNICATIONS SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198555 8955A

AUTHORIZATION :

700002037447--9
-12/24/96--01146--003
****285.00 ****285.00

COST LIMIT : \$ PREPAID

ORDER DATE : December 23, 1996

ORDER TIME : 7:28 AM

ORDER NO. : 1985--005

CUSTOMER NO: 895.

CUSTOMER: Robert D. Royston Jr., Esq
ROBERT D. ROYSTON JR., ESQ

P. O. Drawer 60205

Fort Myers, FL 33906

FILED
96 DEC 23 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: A. BUD KRATER AND ASSOCIATES
LIMITED LIABILITY COMPANY

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:

RECORDED
55 DEC 23 1996
DIVISION OF CORPORATIONS

KL
12.23.96

**A. Bud Krater & Associates, Inc.
Action By Consent Of The Board Of Directors And
Stockholders**

DATE: December 20, 1996
RE: Use of Similar Name

THE UNDERSIGNED, being all the directors and stockholders of A. BUD KRATER & ASSOCIATES, INC., a Florida corporation, ("the Corporation") hereby consent to the taking of the following actions by consent pursuant to Sections 607.0821 and 607.0704 of the Florida General Corporation Act.

RESOLVED, by the board of directors and stockholders of the Corporation that:

1. **Use of Similar Name.** A. Bud Krater and Associates, Limited Liability Company is hereby granted the right and irrevocable license to use in its name "A. Bud Krater and Associates" in connection with its registration and filing with the Secretary of State of Florida as a Florida Limited Liability Corporation.

EXECUTED by the undersigned, as all of the Directors and Stockholders of the Corporation on this 20 day of December, 1996.



JAMES B. McMANUS, sole shareholder and
director

FILED
96 DEC 23 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**A. Bud Krater & Associates, Inc.
 Certification Of Directors, Stockholders,
 Corporate Status And Resolution**

1. JAMES B. McMANUS, President and Secretary of A. BUD KRATER & ASSOCIATES, INC., a Florida corporation, (the "Corporation") hereby certify that :

1. The following constitute all of the members of the Board of Directors and all stockholders pursuant to the records of the Corporation as of the date of the execution of this certification:

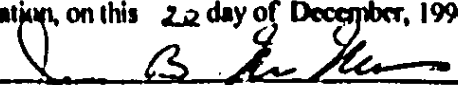
JAMES B. McMANUS

2. The Corporation has the requisite number of Directors pursuant to the Articles of Incorporation and Bylaws of the corporation to legally transact the business of the corporation.

3. The Corporation is in good standing with the Secretary of State of Florida and has complied with all conditions precedent for its legal existence as a corporation in the State of Florida.

4. The resolution attached hereto was adopted 'y unanimous consent of the directors and stockholders of the Corporation in lieu of a meeting, pursuant to the provisions of Section 607.0821 and 607.0704 of the Florida Statutes and is a true and correct copy of the resolution as it appears in the books and records of the Corporation.

Executed by me, the President and Secretary of the Corporation, on this 22 day of December, 1996.



 JAMES B. McMANUS, President &
 Secretary

STATE OF FLORIDA
 COUNTY OF LEE

The foregoing was sworn to (or affirmed) and subscribed before me this 22 day of December, 1996, by JAMES B. McManus, individually, and as president and secretary of A. BUD KRATER & ASSOCIATES, INC., a Florida corporation, on its behalf.

My Commission Expires:

(SEAL)

NOTARY PUBLIC
 My Commission Expires Sep. 30, 1998



Notary Public, State of Florida
 Robert D. Royston, Jr.

(Printed name of notary)

Personally Known _____ OR Produced Identification 1
 Type of Identification Produced FLORIDA DRIVER'S LICENSE



ROBERT D ROYSTON, JR
 My Commission OC647048
 Expires Sep. 30, 1998

FILED
 05 DEC 23 PM 3:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**Articles of Organization of the
A. Bud Krater and Associates Limited Liability Company**

FILED
96 DEC 23 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of the organization is the A. Bud Krater and Associates Limited Liability Company.

**Article II
Period of Duration**

The Limited Liability Company's period of duration shall be thirty (30) years.

**Article III
Mailing Address**

The mailing address and the street address of the principal office of the Limited Liability Company shall be:

19 North Del Prado Blvd.
Cape Coral, Florida, 33990

**Article IV
Registered Office**

The name and street address of the initial registered agent in Florida shall be:

James B. McManus
19 North Del Prado Blvd.
Cape Coral, Florida, 33990

**Article VI
Contributions**

The total amount of cash and a description and agreed value of property other than cash contributed is as follows:

Description	Agreed Value
Total Cash	\$100.00
Other Property	none

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made are:

<i>Total Additional Contributions</i>	<i>Time They Shall Be Made</i>
None	Not applicable

Article VII Additional Members

The members may admit additional members by majority vote of the entire membership. The terms and conditions of such admissions shall be as determined by the membership.

Article VIII Death, Retirement, Resignation, Expulsion, Bankruptcy, or Dissolution of a Member

The right of the remaining Members of the Limited Liability Company 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 of a Member in the Limited Liability Company shall be as follows:

Such remaining Members shall continue the Limited Liability Company if, by majority vote, they elect to do so.

Article IX Management by Members

The management of the Limited Liability Company shall be vested in its Members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the Members.

The names and addresses of the Members are as follows:

<i>Names</i>	<i>Addresses</i>
James B. McManus	19 North Del Prado Blvd. Cape Coral, FL 3990
Darry Woodrow	11851 Island Ave. Matlacha, FL 33993

**Article X
Contracting Debts**

No debt shall be contracted nor liability incurred by or on behalf of the Limited Liability Company, unless approved by a member or members owning and holding fifty percent or more of the contributions to the capital of the Limited Liability Company, as determined at the time such approval is obtained.

IN WITNESS WHEREOF, the undersigned, being a Member of the Limited Liability Company, has executed the foregoing Articles of Organization of the A. Bud Krater Limited Liability Company on this the 20 day of December, 1996.



James B. McManus, Member

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

JAMES B. McMANUS, an individual residing in the State of Florida, having a business office identical with the registered office of the Limited Liability Company as set forth above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of the A. Bud Krater and Associates, Limited Liability Company is familiar with and accepts the obligations of Registered Agent under Sections 608.415 and 608.407(1)(d), Florida Statutes.



James B. McManus, Member

**Affidavit of Membership and Contributions of the
A. Bud Krater and Associates Limited Liability Company**

STATE OF FLORIDA
COUNTY OF LEE

In compliance with Section 608.407(2), Florida Statutes, James B. McManus, the undersigned member or authorized representative of a member of A. Bud Krater and Associates Limited Liability Company ("Affiant"), did personally appear, who, after taking an oath deposes and says:

1. Affiant is a member of A. Bud Krater and Associates, Limited Liability Company, has personal knowledge of the facts contained in this affidavit and is authorized to make this affidavit on all members behalf.
2. A. Bud Krater and Associates, Limited Liability Company, has at least two members.
3. The total cash contributed by the members is \$100.00.
4. There is no other property other than cash contributed by the members.
5. The total amount of cash or property anticipated to be contributed by the members is \$100.00. This total includes the amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT



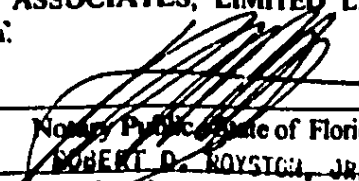
JAMES B. McMANUS

Sworn to (or affirmed) and subscribed before me this 20th day of December, 1996, by JAMES B. McMANUS, member of A. BUD KRATER AND ASSOCIATES, LIMITED LIABILITY COMPANY, a Florida limited liability company, on its behalf.

My Commission Expires: _____
(SEAL)



ROBERT D ROYSTON, JR.
My Commission CC487328
Expires Sep. 30, 1999



Notary Public, State of Florida
ROBERT D. ROYSTON, JR.
(printed name of notary)

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced FLORIDA DRIVER'S LICENSE

FILED
95 DEC 23 PH 3: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAY STREET
TALLAHASSEE, FL. 32301-2607

800-344-8086

L96000001332



PREMIER FULL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 206550 81911A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
DEC 31 AM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 31, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 206550-005

CUSTOMER NO: 81911A

CUSTOMER: Robert D. Royston, Jr., Esq
Costello Sims & Royston
Suite 101
12670 New Brittany Boulevard
Fort Myers, FL 33907

Limited
Liability
Supplemental
Affidavit

DOMESTIC AMENDMENT FILING

NAME: A. BUD KRATER AND ASSOCIATES
LIMITED LIABILITY COMPANY

EFFECTIVE DATE:

G. TAX _____
FILING _____ 050.00
R. AGENT FEE _____
C. COPY _____
TOTAL _____ 250.00
N. BANK _____
BALANCE DUE _____
REPRND _____

XX SUPPLEMENTAL AFFIDAVIT OF CONTRIBUTIONS
RESTATED ARTICLES OF INCORPORATION

700002050637--7
-01/08/97-01059-003
****285.00 ****250.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ver Deborah Schroder

Update	ADH
Ver Deborah Schroder	ADH
Acknowledgement	ADH
W.P. Verityer	ADH

EXAMINER'S INITIALS:

RECEIVED
DEC 31 AM 2:35
DIV OF CORPORATION

**Supplemental Affidavit of Membership and Contributions of
the
A. Bud Krater and Associates Limited Liability Company**


FILED
96 DEC 31 PM 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

In compliance with Section 608.407(2), Florida Statutes, James B. McManus, the undersigned member or authorized representative of a member of A. Bud Krater and Associates Limited Liability Company ("Affiant"), did personally appear, who, after taking an oath deposes and says:

1. Affiant is the president of A. BUD KRATER & ASSOCIATES, INC. a member of A. Bud Krater and Associates, Limited Liability Company, has personal knowledge of the facts contained in this affidavit and is authorized to make this affidavit on all members' behalf.
2. A. Bud Krater and Associates, Limited Liability Company, has at least two members.
3. The total cash contributed by the members is \$100.00.
4. The agreed value of of property other than cash contributed by the members is \$260,000.00 and is described in the schedules attached hereto and made a part hereof.
5. The total amount of cash or property anticipated to be contributed by the members is \$260,100.00. This total includes the amounts from 3 and 4 above.

FURTHER AFFIANT SAYETH NAUGHT



JAMES B. McMANUS, authorized
representative of all members.

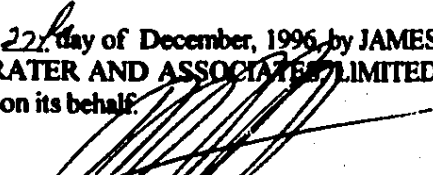
Sworn to (or affirmed) and subscribed before me this 22 day of December, 1996, by JAMES B. McMANUS, as authorized representative of A. BUD KRATER AND ASSOCIATES LIMITED LIABILITY COMPANY, a Florida limited liability company, on its behalf.

My Commission Expires:

(SEAL)



ROBERT D ROYSTON, JR.
My Commission CC48704
Expires Sep. 30, 1999



Notary Public, State of Florida
ROBERT D. ROYSTON, JR.
(printed name of notary)

Personally Known OR Produced Identification
Type of Identification Produced _____

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171

800-342-8086

196000001332

CSO networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 206550 81911A

AUTHORIZATION : 900002050639--1

COST LIMIT : \$ PPD -01/08/97--01059--003
*****285.00 *****35.00

ORDER DATE : December 31, 1996

ORDER TIME : 11:33 AM

ORDER NO. : 206550-010

CUSTOMER NO: 81911A

CUSTOMER: Robert D. Royston, Jr., Esq
Costello Sims & Royston
Suite 101
12670 New Brittany Boulevard
Fort Myers, FL 33907

300002050639--1
-01/08/97--01059--004
*****17.50 *****17.50
Armen LLC

96 DEC 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DOMESTIC AMENDMENT FILING

NAME: A. BUD KRATER AND ASSOCIATES
LIMITED LIABILITY COMPANY

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

FILE NO. 102.50
R. AGENT FEE _____
C. FEE _____
TOTAL 152.50
N. AS FEE _____
BALANCE DUE _____
REMARKS _____

96 DEC 31 PM 2:38
DIVISION OF CORPORATION

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

12/97
Dorothy Schroder

EXAMINER'S INITIALS:

Stamp: *12/97*
Acknowledged
W.P. Verifier
EXAMINER'S INITIALS: *1024*

**Certificate of Amendment to Articles of Organization of the
A. Bud Krater and Associates Limited Liability Company**

Name

The name of the organization is the A. Bud Krater and Associates Limited Liability Company.

Filing Date

The Limited Liability Company's Article of Organization were filed on December 23, 1996, document number L96000001332.

FILED
96 DEC 31 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment

The amendments to the Articles of Organization are as follows:

**Article VI
Contributions**

The total amount of cash and a description and agreed value of property other than cash contributed is as follows:

Description	Agreed Value
Total Cash	\$100.00
The assets, including good will and trade name of the Florida corporation, A. Bud Krater & Associates, Inc. and the assets, including good will and trade name of the sole proprietorship, Ledger Plus	\$260,000.00

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made are:

Total Additional Contributions	Time They Shall Be Made
None	Not applicable

**Article IX
Management by Members**

The management of the Limited Liability Company shall be vested in its Members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the Members.

The names and addresses of the Members are as follows:

<u>Names</u>	<u>Addresses</u>
A. Bud Krater & Associates, Inc., a Florida corporation	19 North Del Prado Blvd. Cape Coral, FL 39909
Woodrow, Wilson & Cross, Inc., a Michigan corporation, authorized to transact business in Florida	19 North Del Prado Blvd. Cape Coral, FL 39909

IN WITNESS WHEREOF, the undersigned, being all the Members of the Limited Liability Company, has executed the foregoing Certificate of Amendment to the Articles of Organization of the A. Bud Krater Limited Liability Company on this the 27th day of December, 1996.

A. BUD KRATER & ASSOCIATES, INC.,
Member


By: James B. McManus, President

WOODROW, WILSON & CROSS, INC.,
Member


By: Barry Woodrow, President