HEROUX, CLINGEN, CALLOW, WOLFE AND MCLEAN ATTORNEYS & COUNSELORS W. CLINA ALLOW WOLFE A COUNSELORS WHEATON, ILLING WHEATON, ILLING

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Writer's Direct No.: (630) 871-2609

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December 18, 1996

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

Re: Phoenix Trading Company, LLC

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Organization for the above limited liability company together with a check in the amount of \$293.75 for the fees. Please file the Articles and return a copy to me in the enclosed, self-addressed, stamped envelope.

If you have any questions, please call me.

Very truly yours,

HEROUX, CLINGEN, CALLOW, WOLFE MCLIAN

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Jugnes 4 By:

Virginia Waybourn, Legal Assistant

DEC 27 1996. BSB

Enclosures

/vw

## **ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED** LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PHOENIX TRADING COMPANY, LLC

ARTICLE II - Address:

pany of R. B. T. Allossin, C. B. R. C. Stan, B. S. Stan, B. S. The mailing address and street address of the principal office of the Limited Liability Company is:

1623 Lisa Avenue Fernendina Beach, Florida 32034

**ARTICLE III - Duration:** 

The period of duration for the Limited Liability Company shall be: Perpetual

## ARTICLE IV - Management: (check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

> Thomas M. Heroux 1623 Lisa Avenue Fernendina Beach, Florida 32034

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PHOENIX TRADING COMPANY, LLC 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
- 3) if any, the agreed value of property other than cash contributed by member(s) is <u>0.00</u> 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 This total includes amounts from 2 and 3 above.

2.000.00

2.000.00

Thomas M. Heroux, Member of Phoenix Trading Company, LLC

(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.)

## 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: PHOENIX TRADING COMPANY, LLC

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

Thomas M. Heroux 1623 Lisa Avenue Femendina Beach, Florida 32034

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.

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Thomas M. Heroux

December 10. 1996