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LAW OFFICES OF
JAY EDGAR BAILY

SUITE 29
46 NORTH WASHINGTON BOULEVARD
SARASOTA, FLORIDA 34236-5928

(941) 364-9997

JAY EDGAR BAILY
(FL, DC, MD, & VA.)

March 14, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****337.50 ****337.50

Re: Wind River consulting, L.C.

Dear Madam/Sir:

Enclosed please find letter of Moss & Rocovich, a copy of Articles of Organization, Affidavit of Membership and Contributions, and a Designation of Registered Agent, together with a check in the amount of \$337.50 for fees, all in connection with the above-referenced limited liability company.

Very truly yours,

J. E. Baily
Jay Edgar Baily

JEB/mb

Copy to Moss & Rocovich

Mary Ann Bailey GAVE
AUTHORIZATION BY PHONE TO

CORRECT R.A. Address
DATE 3/24/97

NO. EXAM cg

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cg 3/24/97

MOSS & ROCOVICH

ATTORNEYS-AT-LAW

A PROFESSIONAL CORPORATION

4415 ELECTRIC ROAD 24014

P. O. BOX 13806

ROANOKE, VIRGINIA 24035

(540) 774-8800

FAX (540) 774-8808

FILED
STATE
97 MAR 17 PM 1:20

FILE NO:

March 14, 1997

VIA UPS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Wind River Consulting, L.C.

Dear Sir/Madam:

Please find enclosed an original and a copy of the Articles of Organization, Affidavit of Membership and Contributions, and a Designation of Registered Agent for the above-referenced limited liability company, as well as a check in the amount of \$337.50 to cover the filing fees and to receive a certified copy of the Articles.

Should you have any questions, please feel free to contact the undersigned. Thank you.

Very truly yours,

MOSS & ROCOVICH, P.C.



Tracey E. Kenyon
Paralegal

/tek
Enclosures

ARTICLES OF ORGANIZATION

OF

WIND RIVER CONSULTING, L.C.,
a Limited Liability Company

STATE OF FLORIDA
COUNTY OF SARASOTA
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Pursuant to Florida Statute Section 608.407, as amended, the undersigned submits these Articles of Organization for the purpose of forming a limited liability company:

1. **NAME.** The name of the limited liability company is Wind River Consulting, L.C.
2. **DURATION.** The period of duration of this limited liability company is perpetual.
3. **ADDRESS.** The mailing address and the street address of the principal office of this limited liability company is:

Mailing Address: Water Glades, Tower 200, Unit 18-D
5550 N. Ocean Drive
Singer Island, FL 33404

Street Address: Water Glades, Tower 200, Unit 18-D
5550 N. Ocean Drive
Singer Island, FL 33404

4. **REGISTERED AGENT AND ADDRESS.** The name and street address of the initial registered agent of the limited liability company is Jay Edgar Baily, 46 N. Washington Boulevard, Suite 29, Sarasota, FL 34236.
5. **ADDITIONAL MEMBERS.** The right of the Members to admit Additional Members and the terms and conditions of the admissions are:

The Members shall have the right by unanimous agreement to admit additional members on such terms and conditions as the Members shall specify by unanimous agreement and subject to the terms of the Operating Agreement.

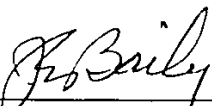
6. **CONTINUATION UPON WITHDRAWAL OF MEMBER.** The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Withdrawal"), as long as there are at least two (2) remaining

Members, and the remaining Members agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Company.

7. **MANAGER.** This limited liability company shall be managed by a Manager. The name and address of the Manager who is to serve as Manager until the first annual meeting of Members or until their successors are elected and qualify is:

Donald R. Holcomb
130 Brookshire Lane
Beckley, WV 25801

Signature:



Jay Edgar Baily - Organizer

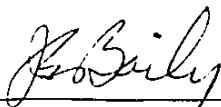
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Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Wind River Consulting, L.C. acknowledges the following:

- 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 Dollars (\$1,000.00);
- 3) The agreed value of property other than cash contributed by members is \$0.00; and
- 4) The total amount of cash or property anticipated to be contributed by members is One Thousand Dollars (\$1,000.00). This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(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.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: Wind River Consulting, L.C.
2. The name and address of the registered agent and office is:

Jay Edgar Baily
46 North Washington Boulevard, Suite 23
Sarasota, FL 34236-5928

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STATE

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 that 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.



Jay Edgar Baily

3-14-97

Date