

**Examiner's Initials**

**ARTICLES OF ORGANIZATION  
OF  
GROWTH INNOVATIONS, L.C.**

FILED  
27 AUG -4 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I-NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **Growth Innovations, L.C.** (hereinafter the "Company"). The principal place of business of the Company shall be 550 Ox Bottom Road, Tallahassee, Florida 32312.

**ARTICLE II-DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with and accepted by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years after the date of filing, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III-PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV-REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Michael P. Bist, 1300 Thomaswood Drive, Tallahassee, Florida 32312.

**ARTICLE V-CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

**ARTICLE VI-ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the majority consent of all the members.

#### ARTICLE VII-ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of the majority 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 a majority of 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 written consent.

#### ARTICLE VIII-TERMINATION OF EXISTENCE

The company shall be dissolved upon the death, retirement, resignation, expulsion, 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 remaining members.

#### ARTICLE IX-MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members are as follows:


Jeffrey S. Phipps  
550 Ox Bottom Road  
Tallahassee, FL 32312

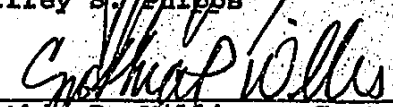
John Michael Willis  
2059 Miller Landing Road  
Tallahassee, FL 32312

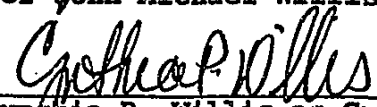
Matthew Henry Willis  
2059 Miller Landing Road  
Tallahassee, FL 32312

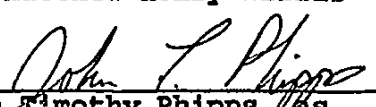
Elinor Ann Phipps  
Route 9, Box 190  
Tallahassee, FL 32303

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 30<sup>th</sup> day of Feb, 1997.

  
Jeffrey S. Phipps

  
Cynthia P. Willis as Custodian  
for John Michael Willis

  
Cynthia P. Willis as Custodian  
for Matthew Henry Willis

  
John Timothy Phipps, as  
Custodian for Elinor Ann Phipps

STATEMENT OF DESIGNATING REGISTERED AGENT

STATE OF FLORIDA,  
COUNTY OF LEON.

FILED  
97 AUG -4 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

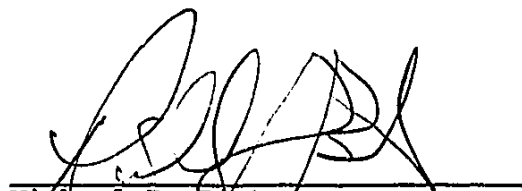
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **GROWTH INNOVATIONS, L.C.**

The name of the registered agent for **GROWTH INNOVATIONS, L.C.** is **MICHAEL P. BIST** and the street address of the company's principal office where the agent is located is 1300 Thomaswood Drive, Tallahassee, Florida 32308.

This statement is to acknowledge that, as indicated above, **GROWTH INNOVATIONS, L.C.** has appointed me, **MICHAEL P. BIST**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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: August 4, 1997.

  
\_\_\_\_\_  
Michael P. Bist,  
Registered Agent

The foregoing instrument was acknowledged before me this 4<sup>th</sup>  
day of August, 1997, by Michael P. Bist. He is personally known to  
me or has produced N/A as identification.

Cynthia T. Ragans  
NOTARY PUBLIC

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



CYNTHIA T. RAGANS  
MY COMMISSION # 00332654 EXPIRES  
November 22, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA,  
COUNTY OF LEON.

In compliance with Florida Statutes Section 608.407(2), undersigned member of GROWTH INNOVATIONS, L.C. deposes and says:

1. The limited liability company identified above has at least two members.

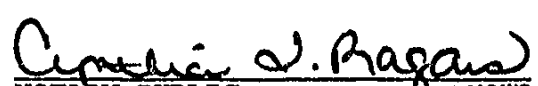
2. The total amount of cash contributed by the members and their percentage of ownership is as follows:

NAME	%	\$ AMT
Jeffrey S. Phipps, individually	.9434%	50,000.00
John Michael Willis, Minor; Cynthia P. Willis, Custodian	.01887%	1,000.00
Matthew Henry Willis, Minor; Cynthia P. Willis, Custodian	.01887%	1,000.00
Elinor Ann Phipps, Minor; John Timothy Phipps, custodian	.01887%	<u>1,000.00</u>
Total	100%	53,000.00

3. The total amount of cash or property anticipated to be contributed by the members is as set forth in Paragraph 2, above.

  
JEFFREY S. PHIPPS, member

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 1997, by JEFFREY S. PHIPPS, on behalf of GROWTH INNOVATIONS, L.C., a limited liability company. He is personally known to me or has produced N/A as identification.

  
NOTARY PUBLIC CYNTHIA T. RAGANS  
Print Name: CYNTHIA T. RAGANS  
My Commission # CC332054 EXPIRES November 22, 1997  
BONDED THRU TROY FAY INSURANCE, INC.