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ROBERT M. FRANKLIN, P.A.  
CERTIFIED PUBLIC ACCOUNTANT  
3300 N. UNIVERSITY DRIVE, SUITE 604  
CORAL SPRINGS, FLORIDA 33065

MEMBER  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

TEL: (954) 752-0082  
FAX: (954) 752-9163

August 29, 1997

Secretary of State  
Department of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000002286050--6  
-09/05/97--01099--007  
\*\*\*\*337.50 \*\*\*\*337.50

RE: Franklin & Nicholls, CPA's, L.L.C.

TO WHOM IT MAY CONCERN

Attached please find the appropriate Articles of Organization for the above referenced new corporation, along with a check in the amount of \$ 337.50 for the filing fee and certificate.

Please send the completed paperwork back to me at the following address:

Robert M. Franklin, PA  
3300 N. University Drive #604  
Coral Springs, FL 33065

Regards,

  
Gregg E. Nicholls

W97-20718

FILED  
97 SEP 16 ... 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL SEP 16 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 9, 1997

ROBERT M. FRANKLIN, P.A.  
3300 N. UNIVERSITY DRIVE, SUITE 604  
CORAL SPRINGS, FL 33065

SUBJECT: FRANKLIN & NICHOLLS, CPA'S, L.L.C.  
Ref. Number: W97000020718

We have received your document for FRANKLIN & NICHOLLS, CPA'S, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of organization must be prepared in compliance with section 608.407, Florida Statutes. We are enclosing the appropriate forms and instructions for your convenience.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 097A00044843

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF**

**FRANKLIN & NICHOLLS, CPA'S, L.L.C.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAMES**

The name of the limited liability company is **FRANKLIN & NICHOLLS, CPA'S, L.L.C.**

**ARTICLE II - DURATION**

The limited liability company shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The limited liability company is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The limited liability company is authorized to issue Five thousand (5,000) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial principal office and mailing address of the limited liability company is:

Franklin & Nicholls, CPA'S, L.L.C.  
3300 N. University Drive, #604  
Coral Springs, FL 33065

The name and street address of the Initial Registered Agent of this limited liability company is:

Gregg E. Nicholls  
3300 N. University Drive, #604  
Coral Springs, FL 33065

#### **ARTICLE VI - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

Robert M. Franklin, P.A.	\$100.00
Gregg E. Nicholls, CPA, P.A.	\$100.00

#### **ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

#### **ARTICLE VIII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous 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 IX - 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 any member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

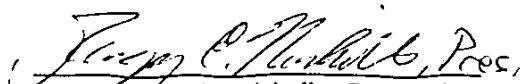
# ARTICLE X - MANAGEMENT BY MEMBERS

The limited liability 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 names and address of the members of the Company are:

Robert M. Franklin, P.A.  
3300 N. University Drive, #604  
Coral Springs, FL 33065

Gregg E. Nicholls, CPA, P.A.  
3300 N. University Drive, #604  
Coral Springs, FL 33065

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Coral Springs, FL, for the forgoing uses and purposes this 29th day of August, 1997.

  
Gregg E. Nicholls, CPA, P.A.

  
Robert M. Franklin, P.A.

## REGISTERED AGENT ACCEPTANCE

I hereby acknowledge that I am familiar with and accept the duties of Registered Agent for FRANKLIN & NICHOLLS, CPA'S, L.L.C.

  
Gregg E. Nicholls

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**AFFIDAVIT**

Pursuant to section 608-407(2), we declare the following:

1. The limited liability company has two members, Robert M. Franklin, P.A. and Gregg E. Nicholls, CPA, P.A.
2. The actual amount of cash contributions are:

Robert M. Franklin, P.A.	\$100.00
Gregg E. Nicholls, CPA, P.A.	\$100.00
3. There is no other property other than cash which is being contributed
4. The total amount of cash or property anticipated to be contributed by the members is as follows:

Robert M. Franklin, P.A.	\$100.00
Gregg E. Nicholls, CPA, P.A.	\$100.00

  
Gregg E. Nicholls, CPA

**STATE OF FLORIDA  
COUNTY OF BROWARD**

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Robert M. Franklin, P.A., President of Robert M. Franklin, P.A. FL DRIVER LICENSE F6S 2-773-44-293

Gregg E. Nicholls, President of Gregg E. Nicholls, CPA, P.A. FL DRIVER LICENSE N42-285-53-0590  
form of identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the forms of identification of the above named persons as indicated opposite each name, and that an oath was not taken.

Witness my hand and official seal of the County and State last aforesaid this

29th day of August, 1997.

Susan Mary Glancy  
Notary signature



SUSAN MARY GLANCY  
My Commission CC528425  
Expires Feb. 02, 2000

Susan Mary Glancy  
Printed notary signature