

L97000001114

September 25, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Direct Capital Access, L.L.C.

300002306843--7  
-09/29/97--01181--003  
\*\*\*\*285.00 \*\*\*\*285.00

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization for Direct Capital Access, L.L.C., a Limited Liability Company, together with a check in the amount of \$285.00 to cover the filing fees.

I trust this is all you require to file the Articles of Organization. If you require any further information please contact me.

Very truly yours,

*Bruce C. Baldwin*

FILED  
97 OCT -8 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	Bruce C. Baldwin
Availability	9/30/97
Document	Direct Capital Access
Examiner	2151 N.E. Coachman Road
Updater	Clearwater, FL 34625
Updater	enclosures
Updater	
Verifier	
Acknowledgement	DOC
W. P. Verifier	DOC

L97000001114

W970000022366



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 30, 1997

**BRUCE C. BALDWIN**  
**DIRECT CAPITAL ACCESS**  
**2151 N.E. COACHMAN ROAD**  
**CLEARWATER, FL 34625**

**SUBJECT: DIRECT CAPITAL ACCESS, L.L.C.**  
**Ref. Number: W97000022366**

We have received your document for **DIRECT CAPITAL ACCESS, L.L.C.** and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return 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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 397A00048183

**ARTICLES OF ORGANIZATION  
OF  
DIRECT CAPITAL ACCESS, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

1. Name.

The name of the limited liability company ("Limited Liability Company") is:

**DIRECT CAPITAL ACCESS, L.L.C.**

2. Period of Duration.

The period of duration of the Limited Liability Company shall be from date of filing until the first to occur of the following:

- a. Twenty (20) years from the date of filing of these Articles of Organization with the Department of State, or
- b. Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

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OCT - 8 AM 11:00  
STATE  
TALLAHASSEE, FLORIDA

3. Purpose.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The address of the place of business and the mailing address in Florida for the Limited Liability

Company is:

2151 N.E. Coachman Road  
Clearwater, FL 34625

5. Registered Agent.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

Mr. Bruce C. Baldwin  
2151 N.E. Coachman Road  
Clearwater, Florida 34625

6. Capital Contributions.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred (\$100.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

7. Additional Contributions.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon agreement by a majority of the members of the Limited Liability Company.

8. Additional Members.

Members may admit additional members in accordance with the regulations as set out in the Limited Liability Company operating agreement.

9. Continuity of Business.

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of the majority of the remaining members of the Limited Liability Company.

10. Management.

The Limited Liability Company is to be managed by a manager, or manager(s). The name and address of such manager who is to serve as manager until the first annual meeting of members or until their successors are elected and qualified are as follows:

Mr. Bruce C. Baldwin  
6903 Pasadena Point Blvd.

FILED  
27 OCT -8 AM 11:00  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The election annually by the members of **DIRECT CAPITAL ACCESS, L. L.C.**, of the manager(s) of the Limited Liability Company shall be in accordance with the regulations as set out in the Limited Liability Company operating agreement.

Regulations of the Company.

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the manager(s) of the Company, subject to the provisions of Florida Statute 608.423.

Executed at St. Petersburg, Florida on September 24<sup>th</sup>, 1997

Bruce C. Baldwin

BRUCE C. BALDWIN, Authorized  
Representative of Members

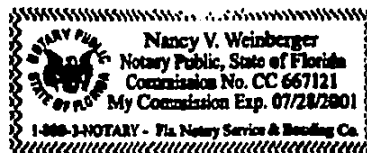
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared **BRUCE C. BALDWIN** to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of September, 1997.

NOTARY PUBLIC (SEAL)

Nancy V. Weinberger  
NOTARY PUBLIC



FILED  
97 OCT -8 AM 11:00  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of DIRECT CAPITAL ACCESS, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by DIRECT CAPITAL ACCESS, L.L.C.

Executed this 24<sup>th</sup> day of September, 1997.

Bruce C. Baldwin

BRUCE C.. BALDWIN

Registered Agent

DIRECT CAPITAL ACCESS, L.L.C.:

Bruce C. Baldwin

By:

BRUCE C. BALDWIN,

General Manager

FILED  
97 OCT -8 AM 11:00  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF AUTHORIZED**  
**REPRESENTATIVE OF MEMBERS**  
**BRUCE C. BALDWIN**  
**DIRECT CAPITAL ACCESS, L.L.C.**

BEFORE ME, the undersigned authority, personally appeared **BRUCE C. BALDWIN**, who upon being duly sworn, deposes and says as follows:

1. I am a resident of Gulfport, Florida, am over 21 years of age, and have personal knowledge of the facts stated in this Affidavit
2. **DIRECT CAPITAL ACCESS, L.L.C.**, a Florida limited liability company, ("Limited Liability Company") to be formed in accordance with FL. STAT. ann. § 608.401 *et seq.*
3. I will be a member of the Limited Liability Company within two months of the formation of the Limited Liability Company.
4. The Limited Liability Company will have more than 2 members upon its formation.
5. The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred (\$100.00) Dollars in cash and no other property is being contributed to the Limited Liability Company as of the date of this affidavit.

FURTHER AFFIANT SAYETH NOT.

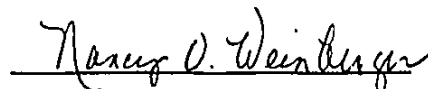


BRUCE C. BALDWIN, Authorized  
Representative of Members

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 24<sup>th</sup> day of September, 1997,  
by **BRUCE C. BALDWIN**, who is personally known to me, and who did take an oath.

(SEAL)



NOTARY PUBLIC

My Commission Expires:

