

L97000001303
WRIGHT, FULLER, MOOREHEAD & BEOWN, P.A.
ATTORNEYS

\$293.75

145 NORTH MAGNOLIA AVENUE
POST OFFICE BOX 2828
ORLANDO, FLORIDA 32802-2828

32869

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(407) 425-0260

CHAD A. WALTERS

November 20, 1997

VIA HAND DELIVERY

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1175.00 *293.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 NOV 21 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: ~~S & A Investments of Central Florida, L.C.~~
S & A Investments of St. Cloud, Florida, L.C.
S & A Investments of Kissimmee, Florida, L.C.
S & A Investments of Orlando, Florida, L.C.

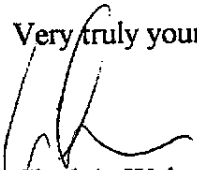
To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Organization for Florida Limited Liability Companies referred to above.

Also enclosed is a check in the amount of \$1,175.00, representing your filing fee, designation of registered agent fee, and fee for a certificate of status for each company listed above.

Please file these Articles and provide our courier with verification that these Articles have been filed.

Thank you for your cooperation in this matter.

Very truly yours,

Chad A. Walters

RECEIVE
97 NOV 21 AM 11
DIVISION OF CORP

CAW/baf
Enclosures

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TAX _____
FILING 2.50
R. AGENT FEE 35.00
C. COPY 8.75
TOTAL 293.75
V. BANK _____
BALANCE DUE _____
PAYMENT _____

BK
11/21/97

**Articles of Organization for Florida
Limited Liability Company**

**Article I:
Name**

The name of the Limited Liability Company is **S & A INVESTMENTS OF CENTRAL FLORIDA, L.C.**

**Article II:
Address**

The mailing address and street address of the principal office of **S & A INVESTMENTS OF CENTRAL FLORIDA, L.C.** is:

S & A INVESTMENTS OF CENTRAL FLORIDA, L.C.

Post Office Box 692049

Orlando, Florida
(mailing address) 32869

S & A INVESTMENTS OF CENTRAL FLORIDA, L.C.

9430 Turkey Lake Road, Suite 212

Orlando, Florida 32819
(street address)

**Article III:
Duration**

The period of duration for **S & A INVESTMENTS OF CENTRAL FLORIDA, L.C.** shall be perpetual.

**Article IV:
Management**

The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

Dr. William A. Steele
8738 Lake Tibet Court
Orlando, Florida 32836

Dr. David L. Allyn
13883 Osprey Links Road # 133
Orlando, Florida 32837

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Article V:
Additional Members

The right of the members to admit additional members and the terms and conditions of the admission shall be:

Remaining members shall have the right to admit additional members upon termination of any of the current memberships caused by death, or any other cause of termination.

Article VI:
Continuation of Business

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Remaining members shall have the right to continue business of **S & A INVESTMENTS OF CENTRAL FLORIDA, L.C.**, upon any termination of any of the current memberships.

Article VII:
Transferability of Interest

The right of the members of the limited liability company to transfer their interest in the limited liability company and confer upon the transferee all of the attributes of the member's interest in the limited liability company is prohibited without the express consent of the other members.

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TALLAHASSEE FLORIDA

Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of S & A INVESTMENTS OF CENTRAL FLORIDA, L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the actual amount of cash contributed by the members as of formation is \$1,000.00.
- 3) the agreed value of property other than cash contributed by members as of formation is \$0.00.
- 4) the total amount of cash and property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.

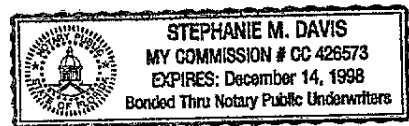
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TALLAHASSEE, FLORIDA

Signature of member/ authorized representative of member

Sworn and subscribed to before me

this 20th day of Nov., 1997.

Stephanie M. Davis
Notary Public, State of Florida
My Commission Expires:



Personally known : ✓
Produced Identification : _____
Type of Identification Produced: _____

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED COMPANY, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

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TALLAHASSEE FLORIDA

1. The name of the limited liability company is:

S & A INVESTMENTS OF CENTRAL FLORIDA, L.C.

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

Wm. PATRICK FULFORD, ESQUIRE
Wright, Fulford, Moorhead & Brown, P.A.
145 North Magnolia Avenue
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above-stated limited company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. Further, I 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.

W. P. Fulford
(Signature)

11/20/97
(Date)

Sworn and subscribed to before me

this 20th day of November 1997.

Stephanie M. Davis
Notary Public, State of Florida
My Commission Expires:



Personally known : ✓
Produced Identification : _____
Type of Identification Produced: _____