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January 15, 1998

Secretary of State of Florida
New Filings/Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

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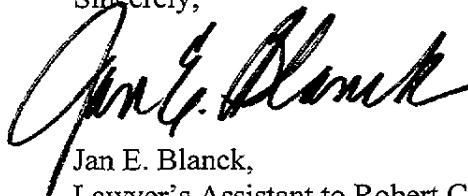
Re: Terry Capital Management L.C.

Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is our check in the amount of \$337.50 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

MI-54169.01

L-98-90

Name	Robert C. White, Jr.
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

**ARTICLES OF ORGANIZATION
OF
TERRY CAPITAL MANAGEMENT L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
09 JUN 07 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer and as a Member of Terry Capital Management L.C. under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I.

NAME

The name of this limited liability company (the "Company") is Terry Capital Management L.C.

ARTICLE II.

ADDRESS

The mailing and street address of the principal office of the Company shall be 1220 Journeys End Lane, Jacksonville, Florida 32223.

ARTICLE III.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's registered office shall be 201 South Biscayne Boulevard, Miami Center - 20th Floor, Miami, Florida 33131, and the registered agent for the Company at that address shall be Robert C. White, Jr., Esq.

ARTICLE IV.

DURATION

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

ARTICLE V.

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE VI.
ORGANIZOR**

The name and street address of the organizer to these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Donna L. Terry	1220 Journeys End Lane Jacksonville, Florida 32223

**ARTICLE VII.
MANAGEMENT BY MANAGERS**

The Company shall be managed by managers (the "Managers") as further provided in the Operating Agreement. Except as specifically authorized by the Managers, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company. The names and addresses of such Managers who are to serve as Managers of the Company until the first annual meeting of the Members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
1. Donna L. Terry	1220 Journeys End Lane Jacksonville, Florida 32223
2. David J. Terry	1220 Journeys End Lane Jacksonville, Florida 32223
3. David W. Price	2271 Flatwood Court Jacksonville, Florida 32223

**ARTICLE VIII.
ADMISSION OF NEW MEMBERS**

The Company may admit new Members, and a Member may transfer his or her membership units (each, a "Unit"), on the terms and conditions provided in the Operating Agreement.

**ARTICLE IX.
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE X.
AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the Members who own at least a majority of the outstanding Units, and (b) unanimous written approval of the Managers.

ARTICLE XI.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16 day of January, 1998.

By: Donna L. Terry
Name: Donna L. Terry, Member

FILED
JAN 20 1998
CLERK OF COURT
JAN 20 1998

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
TERRY CAPITAL MANAGEMENT L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 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: TERRY CAPITAL MANAGEMENT L.C.
2. The name and address of the registered agent and office is:

Robert C. White, Jr., Esq.
Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard, Suite 2000
Miami, Florida 33131

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 the 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.

Robert C. White, Jr.
(Signature)

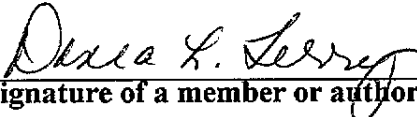
January 15, 1998
(Date)

FILED
00 JAN 20 11 15 30
CLERK OF CIRCUIT COURT
IN AND FOR THE STATE OF FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Terry Capital Management L.C., deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the members is: \$10,000
- 3) if any, the agreed value of property other than cash contributed by members is: \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by members is: \$ 0
- 5) the total amount of 2, 3 and 4 is: \$10,000


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.)

FILED
09-10-20 PM 4:30
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA