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PROFESSIONAL LAW CORPORATION  
2065 FIRST STREET, SUITE 202  
SLIDELL, LOUISIANA 70458  
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PHILLIP K. WALLACE

OF COUNSEL:  
RENÉE L. ACHÉE

NEW ORLEANS, LOUISIANA  
(504) 835-4000  
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(504) 674-0033

February 3, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002425105--5  
-02/09/98--01065--001  
\*\*\*337.50 \*\*\*337.50

RE: Sphinx Management Co., L.C.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Organization for Sphinx Management Co., L.C.

Also enclosed is a check payable to the Florida Department of State in the amount of \$337.50 to cover the filing fees as follows:

Filing fees for Articles of Organization and Affidavit	\$250.00
Filing fee for Designation of Registered Agent	35.00
Fee for Certified Copy of Articles of Organization	52.50

I would request that you forward a letter of acknowledgement along with a certified copy of the articles to the following:

Phillip K. Wallace  
2065 First Street, Suite 202  
Slidell, Louisiana 70458  
(504) 641-7550.

Your assistance in this matter is appreciated.

Sincerely,

Phillip K. Wallace / vmw

Phillip K. Wallace

PKW/vmw  
Enclosures

~~0-18-8-192~~  
CM



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 17, 1998

PHILLIP K. WALLACE  
2065 FIRST ST., SUITE 202  
SLIDELL, LA 70458

SUBJECT: SPHINX MANAGEMENT CO., L.C.  
Ref. Number: W98000003492

We have received your document for SPHINX MANAGEMENT CO., 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 598A00008952

**ARTICLES OF ORGANIZATION OF  
SPHINX MANAGEMENT CO. OF LA., L.C.**

KNOW ALL MEN BY THESE PRESENTS: That Thaddeus, L.L.C. appearing herein through its General Manager, Lowery W. Smith, and Lowery W. Smith (sometimes hereinafter the "Members"); desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:

**ARTICLE I:**

The name of the Limited Liability Company is SPHINX MANAGEMENT CO. OF LA., L.C.

**ARTICLE II:**

The mailing address and street address of the principal office of the Limited Liability Company is:

145 Kevin Drive  
Gulf Breeze, Florida 32561

**ARTICLE III:**

That the period of duration for the Limited Liability Company is thirty years from the date of filing hereof with the Florida Department of State, unless sooner dissolved as provided by statute, or agreement of the Members, except that the provisions of F.S. 608.441(c) are expressly rejected by the Members.

**ARTICLE IV:**

The business of the Limited Liability Company shall be conducted under the exclusive management of its General Manager who shall have the exclusive authority to act for the Company in all matters including the power to adopt, alter, amend or appeal the regulations of the Company. The initial General Manager of the Company is Thaddeus, L.L.C., 2065 First Street, Suite 202, Slidell, Louisiana 70458.

**ARTICLE V:**

Additional members may be admitted upon the written consent of all of the members of the limited liability company.

**ARTICLE VI:**

The remaining Members of the limited liability company will have the right to continue the business upon the death, interdiction, withdrawal, 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.

ARTICLE VII:

That the name of its registered agent and address of the registered office is:

Phillip K. Wallace  
145 Kevin Drive  
Gulf Breeze, Florida 32561

ARTICLE VIII:

The initial members and the initial capital contributions of each member is listed as follows:

<u>Member</u>	<u>Percentage Ownership</u>	<u>Capital Contribution</u>
Thaddeus, L.L.C. 2065 First Street, Suite 202 Slidell, Louisiana 70458	50%	\$ 500.00
Lowery W. Smith 145 Kevin Drive Gulf Breeze, Florida 32561	50%	\$ 500.00
	<u>100%</u>	<u>\$1,000.00</u>

In witness hereof, the parties have executed these Articles of Organization, this 25 day of February, 1998.

WITNESSES:

THADDEUS, L.L.C., General Manager/  
Member

Vicki L. Marchese

BY: Lowery W. Smith  
Lowery W. Smith, General Manager

[Signature]

Lowery W. Smith  
Lowery W. Smith, Member

SWORN TO AND SUBSCRIBED

BEFORE ME, This 25th  
day of February, 1998

[Signature]

NOTARY PUBLIC  
PHILLIP K WALLACE  
Notary Public  
Parish of Jefferson, State of Louisiana  
My Commission is for life

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

The undersigned member or authorized representative of a member of Sphinx Management Co. of La., 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 \$1,000.00;
- 3) the agreed value of property other than cash contributed by members is \$0.00.
- 4) The amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.

THADDEUS, L.L.C., General Manager/  
Member

BY: Lowery W. Smith  
Lowery W. Smith, General Manager

19 98. SWORN TO AND SUBSCRIBED before me, this 25 day of February,

Phillip K. Wallace  
Notary Public

My Commission Expires:  
at death

PHILLIP K WALLACE  
Notary Public  
Parish of Jefferson, State of Louisiana  
My Commission is for life

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

Pursuant to the provisions of Section 608.415 or 608.507, 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 SPHINX MANAGEMENT CO. OF LA., L.C.
  
2. The name and address of the registered agent and office is:

Phillip K. Wallace  
145 Kevin Drive  
Gulf Breeze, Florida 32561

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.

Date: 2/25/98

  
PHILLIP K. WALLACE, Registered Agent