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ACCOUNT NO. : 072100000032

REFERENCE : 741625 118517A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia P...

ORDER DATE : March 16, 1998

ORDER TIME : 11:59 PM

ORDER NO. : 741625-005

CUSTOMER NO: 118517A

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CUSTOMER: Robert W. Bivins, Esq
FULLER HOLSONBACK & BIVINS
ATTORNEYS & COUNSELORS AT LAW
Suite 2650
100 N. Tampa Street
Tampa, FL 33602

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DOMESTIC FILING

NAME: JOHNSON CUTLER, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Name	<i>RL 316</i>
Availability	<i>RL 316</i>
Document Examiner	<i>RL 316</i>
Updater	<i>RL 316</i>
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Acknowledgment	<i>RL 316</i>
W. P. Verifier	<i>RL 316</i>

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ARTICLES OF ORGANIZATION OF

JOHNSON CUTLER, L.C.

The undersigned person, acting as the organizer of **JOHNSON CUTLER, L.C.** (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

ARTICLE I. NAME AND ADDRESS

The name and address of the Company is: **JOHNSON CUTLER, L.C.**, 5300 West Cypress Street, Suite 261, Tampa, Florida 33602.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence on the date that these Articles of Organization are filed with the Florida Department of State, and the existence of the Company will continue for thirty (30) years from the date of filing these Articles of Organization.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 5300 West Cypress Street, Suite 261, Tampa, Florida 33607, and the name of the Company's initial registered agent at that address is Reza Yazdani.

ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's Regulations.

ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the written consent of a majority interest of the members of the Company, as more particularly set forth in the Regulations.

ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager who shall be elected annually by the members of the Company in a manner set forth in the Regulations. The manager shall have the power and authority to act on behalf of the Company as provided in the Florida

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da Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its Regulations and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

Roderick C. Shaffert
c/o Cutler Associates, Inc.
43 Harvard Street
P. O. Box 15049
Worcester, MA 01615-0049

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified. The number of managers may be increased or decreased as set forth in the Regulations.

ARTICLE VIII. RESTRICTION ON TRANSFER OF INTERESTS

Membership interests in the Company shall be subject to transfer restrictions. These transfer restrictions are specifically set forth in the Company's Regulations.

ARTICLE IX. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the dissolution of the Company 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 Company (collectively, a "withdrawal event"), the business of the Company shall continue upon the consent of a majority in interest (as defined in the Regulations) of the remaining members. The consent of a majority in interest of the remaining members to continue the business of the Company must be in writing and obtained within ninety (90) days after the occurrence of the withdrawal event. If a majority in interest of the remaining members do not consent to continue the business of the Company, the Company will dissolve automatically, without further action of the members, upon the occurrence of a withdrawal event.

ARTICLE X. REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Company is vested exclusively in the members of the Company, as more particularly set forth in the Regulations.

ARTICLE XI. ORGANIZER

The name and street address of the organizer, who is a member of the Company, executing these Articles of Organization is: Melvin

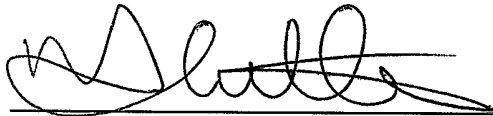
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S. Cutler, c/o Madison Bank, 35388 U.S. 19 North, Palm Harbor, Florida 34684-1900.

ARTICLE XII. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority interest of the members, shall be as prescribed by the Secretary of State of the State of Florida and shall be sworn and subscribed to by a majority in interest of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

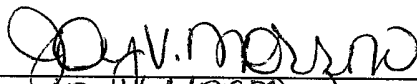
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 11 day of March, 1998.

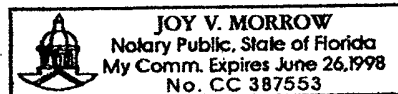


MELVIN S. CUTLER

STATE OF Florida
COUNTY OF Hillsborough

The foregoing Articles of Organization were acknowledged before me this 11 day of March, 1998, by Melvin S. Cutler, who is personally known to me or who has produced Driver's license as identification.


Joy V. Morrow, Notary Public
State of Florida
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That JOHNSON CUTLER, L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 5300 West Cypress Street, Suite 216, Tampa, Florida 33607, has named Reza Yazdani as its agent to accept service of process within the State of Florida.

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.

DATED this 11 day of March, 1998.

REZA YAZDANI

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of JOHNSON CUTLER, L.C., deposes and says:

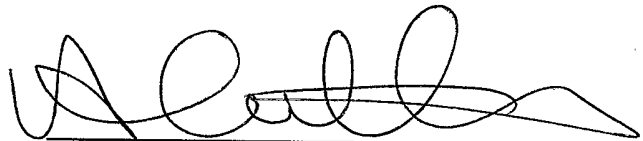
1. The above named limited liability company has at least two members;

2. The total amount of cash contributed by the members is \$100,000;

3. The agreed value of property other than cash contributed by the members is \$0;

4. The total amount of cash or property anticipated to be contributed by members is \$100,000. This total includes amounts from 2 and 3 above.

March 11, 1998



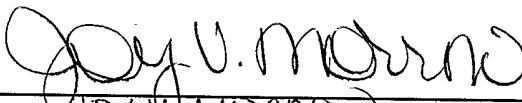
MELVIN S. CUTLER

(In accordance with Section 608.407(2), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

STATE OF Florida
COUNTY OF Hillsborough

The foregoing Affidavit of Membership and Contributions was sworn to and subscribed before me this 11 day of March, 1998, by Melvin S. Cutler who is personally known to me ✓ or who has produced Driver's License as identification.

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JOY V. MORROW Notary Public
State of FLORIDA
My Commission Expires:

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