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PAUL D. WATSON
DAVID B. WILLIAMS

April 3, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: Filing Articles of Organization

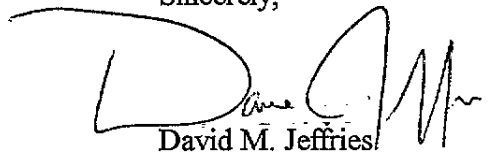
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****285.00 ****285.00

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of Hanbury Evans Newill Vlattas Valladarez & Company, L.C., an Affidavit by its Member, David Valladarez, and our check for the filing fee in the amount of \$285.00.

Please stamp and return the enclosed copy of these documents for our records.

Sincerely,



David M. Jeffries

DMJ/jdr
enclosures
cc: David Valladarez
149143.1

L98-443

Name	DL 48
Availability	
Document Examiner	DL
Updater	DL
Updater Verifier	DL
Acknowledgment	DL
W. P. Verifier	DL

FILED
APR 6 1998
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HANBURY EVANS NEWILL VLATTAS VALLADAREZ & COMPANY, L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is HANBURY EVANS NEWILL VLATTAS VALLADAREZ & COMPANY, L.C. (the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence on April 3, 1998 and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

FILED
APR 10 1998
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

ARTICLE IV

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 306 East Tyler Street, Suite 110, Tampa, FL 33602, and its initial registered agent is David M. Jeffries, whose address is 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE V

Additional Members

The members are authorized to admit additional members in the manner set forth in the Company's Regulations.

ARTICLE VI

Continuation of the Company

The Company shall not automatically terminate upon 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, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the membership of a member who is a manager, the Company will automatically terminate, provided that the holders of a Majority in Interest of the Membership Interests (as those terms are defined in the Company's Regulations) of the Company shall have the right to continue the business of the Company.

FILED
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TAMPA FLORIDA

ARTICLE VII

Management of the Company

The Company shall be managed by its Members and the initial managing members of the Company shall be:

David Valladarez, 306 East Tyler Street, Suite 100, Tampa, FL 33602.
Hanbury Evans Newill Vlattas & Company, 120 Atlantic Street, Norfolk, VA 23512.

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.


ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

FILED
09 APR 17 PM 4:09
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 3rd day of April, 1998.

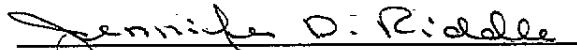

David Valladarez, Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 3, day of April, 1998, by, David Valladarez.



JENNIFER D. RIDDLE
COMMISSION # CC 490327
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, State of Florida
at Large


Print Name: _____

My Commission Expires: _____

APR 03 11 40 AM '98
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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

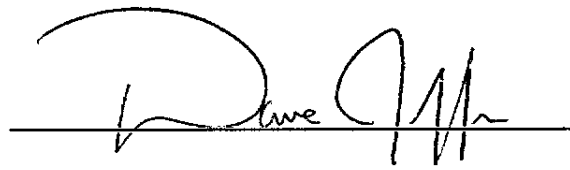
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, Hanbury Evans Newill Vlattas Valladarez & Company, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



David Valladarez, Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



David M. Jeffries

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TAMPA, FLORIDA

AFFIDAVIT

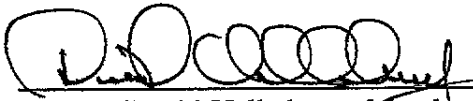
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

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SECRETARY OF STATE


David Valladarez, being sworn, upon his oath deposes and says:

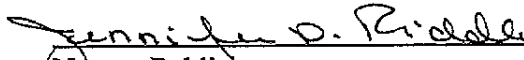
1. I am a member of Hanbury Evans Newill Vlattas Valladarez & Company, L.C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has at least two members.
4. The Members have contributed a total of \$0 in capital to the Company.
5. The total amount of the capital contributions anticipated to be contributed by the members is \$500,000.



 David Valladarez, Member

SWORN AND SUBSCRIBED TO before me this 3 day of April, 1998.

 JENNIFER D. RIDDLE
 COMMISSION # CC 490327
 EXPIRES AUG 21, 1999
 BONDED THRU
 ATLANTIC BONDING CO., INC.



 Notary Public

Print Name: _____

My commission expires: _____