

ATTORNEY AT LAW

KATHLEEN REYNOLDS

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L98000000578

May 4, 1998

Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, FL 32308

VIA UPS OVERNIGHT MAIL

ATTENTION: Bette Bowden

Re: RSK, L.C. Articles of Organization

Dear Ms. Bowden:

Enclosed please find the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for RSK, L.C., together with a check made payable to the Secretary of State in the amount of \$285.00 representing the filing fee. Please walk this application through the Secretary of State's office, then fax the letter evidencing filing to me at (850) 837-3317. Additionally, please mail your bill for services rendered along with the hard copy of the letter evidencing filing.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

KR:gp
Enclosures
cc: Kerry Veach

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is:

R S K of Destin, LLC.

ARTICLE II - ADDRESS

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

Mailing address:

Street address:

34894 Emerald Coast Parkway
Destin, FL 32541

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Destin, FL 32541

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be a period of 50 years from its date of organization.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as initial manager is:

Kerry Veach
34894 Emerald Coast Parkway
Destin, FL 32541

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The terms and conditions of the admission of additional members shall be established by the Regulations of the organization as amended from time to time.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, or bankruptcy of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining Members shall have the right either to purchase the interest of the terminating member in the limited liability company or to terminate and liquidate the business, pursuant to the Regulations of the limited liability company.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

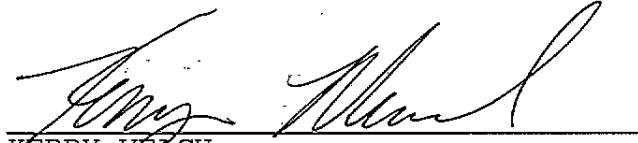
The undersigned members of R S K of Destin, L.C. depose and say:

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

2. The total amount of cash contributed by the member(s) is \$ 100,000.00.

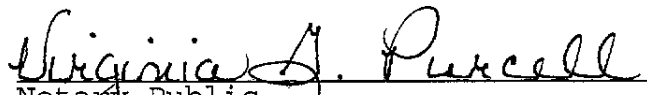
3. The agreed value of property other than cash contributed by member(s) is \$ None, such property being None.

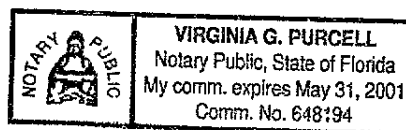
4. The total amount of cash or property anticipated to be contributed by the members is \$ 100,000.00. This total includes amounts from 2 and 3 above.


KERRY VEACH

Before me, the undersigned authority personally appeared KERRY VEACH, personally known to me ~~or who produced~~ _____ as identification, and executed the within document for purposes stated therein.

SUBSCRIBED AND SWORN to before me this 4th day of May, 1998.


Notary Public
My commission expires: _____



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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 R S K of Destin, L39.
2. The name and address of the registered agent and office is:

Kathleen Reynolds, Esquire
305 Main Street
Destin, FL 32541

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.


KATHLEEN REYNOLDS

Date: May 4, 1998

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