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LOWNDES DROSDICK

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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

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NAME: CHASTANG, FERRELL, SIMS & EISERMAN, L.L.C.

AUDIT NUMBER.....H98000012286

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0 PAGES..... 5

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ATTORNEY: 424

CLIENT: 45069

MATTER: 49163

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF  
TODAY, July 2, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA

Direct Dial: 407/418-6462

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ARTICLES OF ORGANIZATION  
OF  
CHASTANG, FERRELL, SIMS & EISERMAN, L.L.C.

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ARTICLE I - NAME

The name of this limited liability company is Chastang, Ferrell, Sims & Eiserman, L.L.C.  
(the "Company").

ARTICLE II - DURATION

The period of duration of the Company shall be from July 1, 1998 to and including December 31, 2030 unless sooner terminated in accordance with the Regulations and Operating Agreement of the Company.

ARTICLE III - PURPOSE

The purpose for which this Company is formed is to engage in the practice of public accounting and in any other lawful business.

ARTICLE IV - PRINCIPAL OFFICE

*and mailing address*  
The principal office of the Company shall be at 1400 West Fairbanks, Suite 102, Winter Park, Florida 32789.

This document was prepared by:  
LORAN A. JOHNSON, ESQUIRE  
Florida Bar Number: 339350  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 1400 West Fairbanks Avenue, Suite 102, Winter Park, Florida 32789, and the name of the initial registered agent of this Company at that address is James W. Ferrell.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members under the terms and conditions set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VII - CONTINUATION

The remaining Members of the Company have the right to continue the business in the event of 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.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by one or more Managers who need not be Members of the Company. The Company shall have one (1) Manager initially, which shall serve until the first annual meeting of Members or until its successor is elected and qualifies. The name and address of the initial Manager are as follows:

Chastang, Ferrell, Sims & Eiserman, P.A.  
1400 West Fairbanks Avenue, Suite 102  
Winter Park, Florida 32789

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ARTICLE IX - REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company shall be conducted in accordance with the Regulations and Operating Agreement of the Company adopted by the Members, as the same may, from time to time, be amended in accordance with the terms thereof.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of the 1st day of July, 1998.

  
\_\_\_\_\_  
James W. Forrell  
Member

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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 statements to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: CHASTANG, FERRELL, SIMS & EISERMAN, L.L.C.
2. The name and Florida street address of the registered agent and office are:

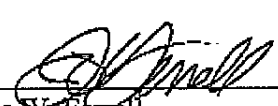
James W. Ferrell  
1400 West Fairbanks Avenue, Suite 102  
Winter Park, Florida 32789

CHASTANG, FERRELL, SIMS &  
EISERMAN, L.L.C.

By: 

James W. Ferrell, Member

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.

  
James W. Ferrell

Date: July 1, 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of CHASTANG, FERRELL, SIMS & EISERMAN, L.L.C., deposes and says:

1. CHASTANG, FERRELL, SIMS & EISERMAN, L.L.C., a Florida limited liability company (the "Company") has at least one (1) Member.
2. The total amount of cash contributed by the Members of the Company is \$1,000.
3. The Members have not agreed to contribute property other than cash to the Company.
4. The total amount of cash and property anticipated to be contributed by Members of the Company is \$1,000.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$1,000.

  
James W. Ferrell, 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).

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