

# C9800000/250

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CERTIFIED PUBLIC ACCOUNTANT

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R. DENISE JOHNSON

MICHAEL P. WILLIAMS  
LL.M. - TAXATION

July 14, 1998

MICHAEL H. ASHY  
M.I.B. - INTERNATIONAL BUSINESS

U.P.S. OVERNIGHT

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Associated Management, L.C.

000002589610--1  
-07/15/98--01052--006  
\*\*\*337.50 \*\*\*337.50

Dear Sir/Madam:

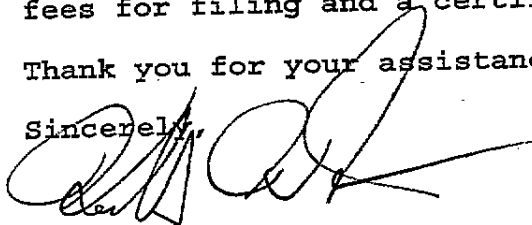
Enclosed please find the following for filing:

1. Original and one (1) copy of the Articles of Organization for the above-referenced proposed Florida limited liability corporation; and
2. Affidavit of Membership and Contributions; and
3. Acceptance of Registered Agent.

Also enclosed is a check in the amount of \$337.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Keith H. Johnson  
KHJ:cr

Enclosures  
As stated

00789/02544/00671

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|-------------------|-----|
| Name              |     |
| Availability      | MHJ |
| Document Examiner | MHJ |
| Updater           | MHJ |
| Updater Verifier  | MHJ |
| Acknowledgement   | MHJ |
| W. P. Verifier    | MHJ |

0501-867



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 16, 1998

KEITH H. JOHNSON  
8810 GOODBY'S EXECUTIVE DR., SUITE A  
JACKSONVILLE, FL 32217

SUBJECT: ASSOCIATED MANAGEMENT, L.C.  
Ref. Number: W98000016133

We have received your document for ASSOCIATED MANAGEMENT, 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 198A00037787

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**ARTICLES OF ORGANIZATION  
OF  
ASSOCIATED MANAGEMENT OF ORANGE PARK, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company shall be Associated Management of Orange Park, L.C. ("Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the company shall be 1910 Wells Road, Suite 1037, Orange Park, Florida 32073.

**ARTICLE III  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than fifteen (15) years after the date it commenced its existence unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Keith H. Johnson, 8810 Goodby's Executive Drive, Suite A, Jacksonville, Florida 32217.

**ARTICLE V  
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

**ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII  
TERMINATION OF EXISTENCE**

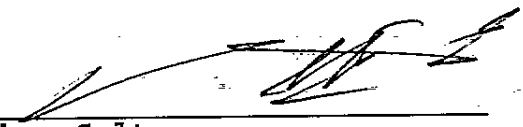
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

**ARTICLE IX  
MANAGEMENT**

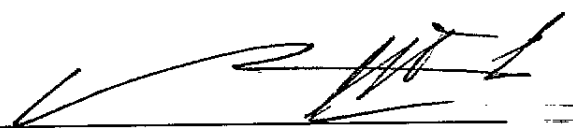
The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Burhan Sultan, 1910 Wells Road, Suite 1037, Orange Park, Florida 32073.

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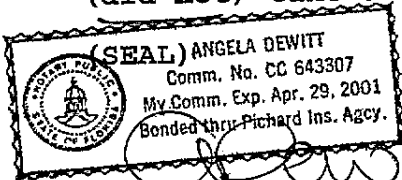
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Jacksonville, Florida, on this 23<sup>rd</sup> day of July, 1998.

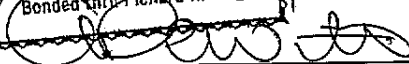
  
Burhan Sultan  
Organizer

STATE OF FLORIDA  
COUNTY OF DUVAL

  
Burhan Sultan  
Applicant

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of July, 1998, by Burhan Sultan, who is personally known to me or who has produced drivers license as identification and who did (did not) take an oath.

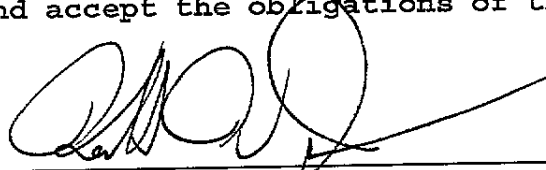


  
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### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Associated Management of Orange Park, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment of registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Keith H. Johnson, Esquire  
8810 Goodbys Executive Drive  
Suite A  
Jacksonville, Florida 32217  
(904) 737-5930

Date: July 23rd, 1998

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Associated Management of Orange Park, L.C., deposes and says:

1. The above-named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the member(s) is \$5,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is none. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$5,000.00. This total includes amounts from 2 and 3 above.

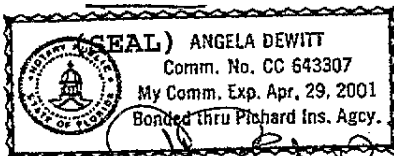
THE AFFIANT SAYS NOTHING FURTHER.

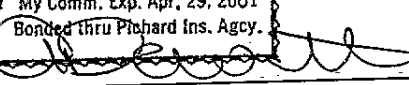
Dated: July 23, 1998

  
Burhan Sultan

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of July, 1998, by Burhan Sultan, who is personally known to me or who has produced drivers license, as identification and who did (did not) take an oath.



  
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Exhibit "A"