

L98000001264



WETHERINGTON,  
LeFLOCH & HAMILTON, P.A.

ATTORNEYS - AT - LAW

2625 Park Tower  
400 North Tampa Street  
Tampa, Florida 33602

Phone: (813) 225-1918  
Fax: (813) 225-2531

July 17, 1998

VIA OVERNIGHT MAIL

Secretary of State  
Florida Department of State  
Division of Corporations  
New Filing Division  
P.O. Box 6327  
Tallahassee, Florida 32314

500002534705--7  
-07/22/98--01006--002  
\*\*\*328.75 \*\*\*235.00

Re: Second Articles of Amendment to Articles of Incorporation of The Financial Consulting Group, Inc. and the registration of The Financial Consulting Group, L.C.

To whom it may concern:

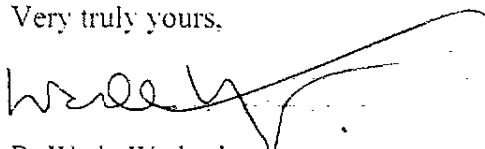
Enclosed, for filing, is the original of the Second Articles of Amendment to Articles of Incorporation changing the corporate name from The Financial Consulting Group, Inc. to Hyden Capital, Inc. The name is being changed to allow the registration of the Financial Consulting Group, L.C. with the Florida Department of State. Once these Second Articles of Amendment to Articles of Incorporation have been filed, please issue a Certificate of Status reflecting the new name, Hyden Capital, Inc.

Additionally, enclosed are the following original documents for the registration of The Financial Consulting Group, L.C.: Articles of Organization; Affidavit regarding Membership and Cash and Property Contributions; Designation of Registered Agent and Registered Office. Our firm check in the amount of \$328.75 has also been enclosed for the Amendment filing fee, the Certificate of Status fee and the filing fee for the documents associated with registering The Financial Consulting Group, L.C.

Name	7/23/98
Availability	dec
Document Examiner	DEC
Indater	DEC
after	Per. 7/20
sender	?
Adm no	RWW/KJS
Enclosure	DEC
W. P. Vermyer	DEC

Thank you for your assistance in this matter.

Very truly yours,

  
R. Wade Wetherington

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 29 PM 3:48

W980000016757

L98000001264



ATTORNEYS - AT - LAW

2625 Park Tower  
400 North Tampa Street  
Tampa, Florida 33602

Phone: (813) 225-1918  
Fax: (813) 225-2531

July 27, 1998

Ms. Diane Cushing  
Corporate Specialist  
Division of Corporations  
New Filing Division  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: The Financial Consulting Group, L.C.  
Reference No. W98000016757

Dear Ms. Cushing:

On July 27, 1998, Monday, I received your letter of July 23, 1998 returning the Affidavit Regarding Membership and Cash and Property Contributions, in the above-referenced matter. The Affidavit, Designation, and Articles of Organization of The Financial Consulting Group, L.C. were forwarded to you by Overnight Mail on July 17, 1998, so that they would arrive on July 20 and receive immediate attention.

Enclosed please find a replacement Affidavit Regarding Membership and Cash and Property Contributions. I am not sure that I agree with your interpretation of the Limited Liability Company Statute. That is not the problem, however. The package was sent to the Department of State by Overnight Mail so that it arrived on July 20, 1998. A simple phone call on July 20 to me expressing your concern or the return of the package that day would have permitted us to deal with the problem timely. It is now a week later, and we are just learning of your concern. The failure to make the phone call or to timely return the package resulted in delay in excess of a week in having this Company incorporated. This is unacceptable. If your action was in accordance with the procedures of the Department of State, then those procedures need to be changed.

Please file the enclosed Affidavit with the original Articles of Organization and Designation of Registered Agent which you retained. This filing must be made immediately. That was the purpose for the overnight mail to begin with.

Very truly yours,

R. Wade Wetherington

RWW/klb

Enclosure

cc: Sandra B. Mortham, Secretary of State  
Florida Department of State

Brenda Tadlock, Administrator  
Division of Corporations



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 23, 1998

R. WADE WETHERINGTON  
WETHERINGTON, LEFLOCH & HAMILTON, P.A.  
400 NORTH TAMPA ST., 2625 PARK TOWER  
TAMPA, FL 33602

SUBJECT: THE FINANCIAL CONSULTING GROUP, L.C.  
Ref. Number: W98000016757

We have received your document for THE FINANCIAL CONSULTING GROUP, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit can not say that any additional amounts contributed by the members shall be in percentages. It has to be a specific amount.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 198A00038960

ARTICLES OF ORGANIZATION  
OF  
THE FINANCIAL CONSULTING GROUP, L.C.

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1. Name. The name of this limited liability company is Financial Consulting Group, L.C. (the "Company").

2. Duration. The Company shall exist in perpetuity from the date of filing of these Articles of Organization with the Department of State as long as it has two or more Voting Member Firms and as long as the Voting Member Firms vote to continue the existence of the Company.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted nationally and internationally by a limited liability company under the laws of Florida. Specifically, the Member Firms of the Company provide business valuation services including but not limited to valuation reports, appraisal reports, expert testimony, and consulting. The Member Firms of the Company do not provide tax preparation work or attestation work including auditing, review, and compilation as a Member of the Company but provide such work independently.

4. Registered Agent and Office. The name of the initial registered agent of the Company is R. Wade Wetherington. The street address of the initial registered agent of the Company is 2625 Park Tower, 400 N. Tampa Street, Tampa, Florida 33602.

Relocation – the Member Firms may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Company.

5. Name and Address of Organizer. Designation – the name and street address of the organizer are as follows:

<u>Name</u>	<u>Address</u>
R. Wade Wetherington	2625 Park Tower
authorized representative of	400 N. Tampa Street
Michael J. Mard	Tampa, FL 33602

6. Place of Business. The mailing address and the street address of the company's principal office is 8074 North 56th Street, Tampa, Florida 33617.

7. Additional Members. Additional Member Firms to the Company may be admitted, but only upon the terms and conditions dictated by the current Member Firms.

8. Management of the Company. The Company shall be managed by a manager or managers who shall be representatives of Voting Member Firms of the Company, and the names and addresses of such representatives who are to serve as managers until the first annual meeting of Member Firms or until their successors are elected and qualify are:

James R. Hitchner      Phillips Hitchner Group, Inc.  
Suite 1410, Two Midtown Plaza  
1349 West Peachtree Street  
Atlanta, GA 30309

Michael J. Mard      The Financial Valuation Group  
of Florida, Inc.  
8074 North 56th St.  
Tampa, FL 33617

James S. Rigby, Jr.      FVG California Partnership  
900 Wilshire Blvd.  
No. 514  
Los Angeles, CA 90017

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9. Name. The name "Financial Consulting Group, L.C." is owned by the Company. Should the Company be dissolved, the disposition of the name shall be determined by a majority of James R. Hitchner, Michael J. Mard and James S. Rigby, Jr.

10. Regulations. In the event of withdrawal, bankruptcy, dissolution, or expulsion of a Member, or the occurrence of any other event which terminates the continued Membership of a Member, this Limited Liability Company shall continue its business pursuant to the applicable provisions of the Regulations. The Members shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

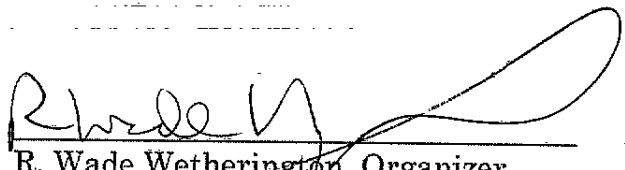
11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

12. Transfer of Interest. No Member Firm shall have the right to transfer any interest in the Company except as set out in the Regulations.

13. Certified Interests. The Member Firm's interest in the Company shall be evidenced by certificates.

14. Amendments. These Articles, except with respect to the vested rights of the Member Firms, may be amended as set out in the Regulations, and the amendments shall be filed, duly signed by all Member Firms of the Limited Liability Company, with the Florida Department of State.


The undersigned executed these Articles of Organization effective as of the 17th day of July, 1998.

  
R. Wade Wetherington, Organizer

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by R. Wade Wetherington, who is personally known to me and who did take an oath.

  
Notary Public

 Kerri L. Spoeri  
My Commission CC714508  
Expires February 8, 2002

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

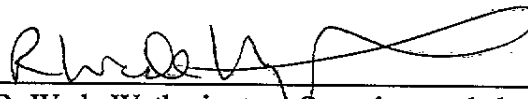
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

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Pursuant to Sections 608.415(1) and 608.463, Florida Statutes, this Designation is submitted:

1. THE FINANCIAL CONSULTING GROUP, L.C., is a Company desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;
2. THE FINANCIAL CONSULTING GROUP, L.C., hereby names R. Wade Wetherington, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. THE FINANCIAL CONSULTING GROUP, L.C., hereby designates as its registered office, the street address of said registered agent's place of business, which is 2625 Park Tower, 400 North Tampa Street, City of Tampa, 33602, County Hillsborough, State of Florida.

SUBMITTED this 17th day of July, 1998.

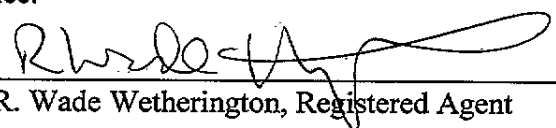


R. Wade Wetherington, Organizer on behalf of  
THE FINANCIAL CONSULTING GROUP, L.C.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Company, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 608.415(1) and 608.463, Florida Statutes, relative to keeping open said office.

By:



R. Wade Wetherington, Registered Agent

Dated:

July 17, 1998

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DIVISION OF CORPORATIONS  
JUL 29 PM 3:48



**AFFIDAVIT REGARDING MEMBERSHIP AND CASH AND PROPERTY  
CONTRIBUTIONS (SECTION 608.407(2)) OF  
THE FINANCIAL CONSULTING GROUP, L.C.**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned, personally appeared R. Wade Wetherington, who, being first duly sworn, deposes and says:

1. I am the organizer and an authorized representative of The Financial Consulting Group, L.C.
2. The Financial Consulting Group, L.C. has at least two members.
3. The amount of cash initially contributed to The Financial Consulting Group, L.C., by the members in the following amounts is:

a.	Phillips Hitchner Group, Inc.	\$10,000.00
b.	The Financial Group of Florida, Inc.	\$10,000.00
c.	FVG California Partnership	\$10,000.00

4. Property other than cash contributed by the members is: None

5. Any additional amounts anticipated to be contributed by the members are as follows:

a.	Phillips Hitchner Group, Inc.	\$ 0.00
b.	The Financial Group of Florida, Inc.	\$ 0.00
c.	FVG California Partnership	\$ 0.00

FURTHER AFFIANT SAYETH NAUGHT.

BY: R Wade Wetherington

The foregoing instrument was acknowledged before me this 27th day of July, 1998, by R. Wade Wetherington, who is personally known to me and who did not take an oath.

NOTARY PUBLIC: Kerr L Speer

PRINT:

My Commission Expires:  
Commission No.



Kerr L. Speer  
My Commission CC714508  
Expires February 8, 2002

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