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August 4, 1998

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

200002609022--3
-08/06/98--01029--005
*****70.00 *****70.00

RE: **HILLCREST FINANCIAL SERVICES, L.L.C.**
OUR FILE NO.: 19135-0001

200002609022--3
-08/14/98--01070--001
*****215.00 *****215.00


Dear Sir or Madam:

00789-01130-00676-00671

Enclosed for filing with the Secretary of State are an original Articles of Organization for the above-referenced corporation, an original Affidavit of Membership and Contributions, and an original Certificate of Designation of Registered Agent/Registered Office, along with a copy of same to be date-stamped with the filing date and returned to the undersigned in the stamped, self-addressed envelope provided for your convenience. A check in the amount of \$70.00 is also enclosed to cover the cost of filing the Articles.

Thank you for your attention to this matter. If you have any questions or comments, please contact me.

Sincerely yours,


Douglas E. Starcher

DES:gb
Enclosures

19135-17928

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 7, 1998

DOUGLAS E. STARCHER
BROAD AND CASSEL
390 NORTH ORANGE AVE., STE 1100
ORLANDO, FL 32801

SUBJECT: HILLCREST FINANCIAL SERVICES, L.L.C.
Ref. Number: W98000017928

We have received your document for HILLCREST FINANCIAL SERVICES, L.L.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$215.00.

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: 398A00041252

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ARTICLES OF ORGANIZATION

OF

HILLCREST FINANCIAL SERVICES, L.L.C.

The undersigned acting as the organizer of HILLCREST FINANCIAL SERVICES, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is HILLCREST FINANCIAL SERVICES, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 110 E. Hillcrest Street, Orlando, Florida 32801-1210.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Members and the names and addresses of the initial Members are:

<u>Name</u>	<u>Address</u>
David W. Graham	110 E. Hillcrest Street Orlando, Florida 32801-1210
Christopher L. Cottrill	110 E. Hillcrest Street Orlando, Florida 32801-1210
Harry C. Jackson, Jr.	110 E. Hillcrest Street Orlando, Florida 32801-1210
Michael E. Batts	110 E. Hillcrest Street Orlando, Florida 32801-1210
H. Blake Hostetter	110 E. Hillcrest Street Orlando, Florida 32801-1210
Bonnie B. Duranceau	110 E. Hillcrest Street Orlando, Florida 32801-1210

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Upon unanimous vote of the Members, the Company may be managed by a Manager, who shall be elected as described in the Regulations.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Graham & Cottrill, P.A. and the street address of the Company's initial registered office is 110 E. Hillcrest Street, Orlando, Florida 32801-1210.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

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ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining members shall continue the business of the Company, which shall not be dissolved, 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 WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of this 23rd day of July, 1998.



Michael E. Batts, Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

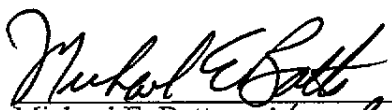
1. The name of the limited liability company is HILLCREST FINANCIAL SERVICES, L.L.C.

2. The name and address of the registered agent and office is:

Graham & Cottrill, P.A.
110 E. Hillcrest Street
Orlando, Florida 32801-1210

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.

GRAHAM & COTTRILL, P.A..

By: 
Michael E. Batts, Vice President

Dated this 23 day of July, 1998.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

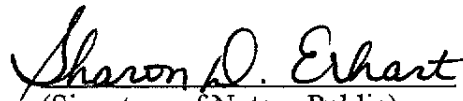
The undersigned member of HILLCREST FINANCIAL SERVICES, L.L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$450.00.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$450.00. This total includes amounts from paragraphs 2 and 3 above.

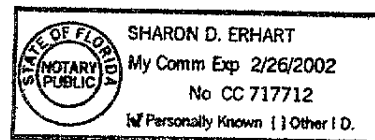

Michael E. Batts, Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of July, 1998, by Michael E. Batts, a Member of HILLCREST FINANCIAL SERVICES, L.L.C., and who is personally known to me and who did not take an oath.


(Signature of Notary Public)

Sharon D. Erhart
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC 717712
My commission expires:



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