

L980000001876

McCLANE PROFESSIONAL ASSOCIATION

1221 WEST COLONIAL DRIVE, SUITE 200

ORLANDO, FLORIDA 32804

TELEPHONE

(407) 872-0600

FAX

(407) 872-1227

00789-01122-01127-00608-00611-00674

August 4, 1998

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

600002610726--2  
-08/07/98--01067--001  
\*\*\*\*337.50 \*\*\*\*337.50

Re: **Registration of Florida Aneurysm and Endovascular Institute, L.C.**

Dear Sir/Madam:

Please accept the enclosed check in the amount of \$337.50 for the filing of Articles of Organization of a new Florida limited liability company by the name of **Florida Aneurysm and Endovascular Institute, L.C.**, designation of Managers and certification of the articles of organization.

The breakdown of the amounts for which the check is written is as follows:

1)	Filing of Articles of Organization .....	\$250.00
2)	Designation of Managers .....	\$35.00
3)	Certified Copy of Articles .....	\$52.50
<b>TOTAL .....</b>		<b>\$337.50</b>

Thank you for your attention and assistance.

Cordially,

MCCLANE PROFESSIONAL ASSOCIATION

By:

*J. Brock McClane*  
J. Brock McClane for the Firm

c.c. G. Kendrix Adcock, M.D.  
Robert P. Winter, M.D.

W98-18049

Name	
Availability	<i>17/8/98</i>
Document Examiner	<i>17/8/98</i>
Updater	<i>17/8/98</i>
Updater	<i>17/8/98</i>
Verifier	<i>17/8/98</i>
Acknowledgement	<i>17/8/98</i>
W. P. Verifier	<i>17/8/98</i>

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1998

J. BROCK MCCLANE  
1221 WEST COLONIAL DRIVE, SUITE 200  
ORLANDO, FL 32804

SUBJECT: FLORIDA ANEURYSM AND ENDOVASCULAR INSTITUTE, L.C.  
Ref. Number: W98000018049

We have received your document for FLORIDA ANEURYSM AND ENDOVASCULAR INSTITUTE, 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 document must contain both the street address of the principal office and the mailing address of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

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: 398A00041472

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**Articles of Organization**  
*of the*  
**Florida Aneurysm and Endovascular Institute, L.C.**

*a Limited Liability Company*

1. **Name.** The name of the organization is the Florida Aneurysm and Endovascular Institute, L.C. (herein after referred to as "Limited Liability Company").
2. **Period of Duration.** The Limited Liability Company's period of duration shall be thirty (30) years.
3. **Registered Office.** The registered office of the Limited Liability Company, and the address of the Registered Agent, shall be 1221 West Colonial Drive, Suite 200, Orlando, Florida 32804. *The Agents name is J. Brock Mcclane.*
4. **Mailing Address.** The mailing address and principal office of the Limited Liability Company shall be 400 South Maitland Avenue, Maitland, Florida 32751.
5. **Contributions.** The total amount of cash and a description and agreed value of property other than cash contributed is:  
\$550 contributed by G. Kendrix Adcock, M.D.  
\$550 contributed by Robert P. Winter, M.D.
6. **Additional Members.** The Members may admit additional Members by majority vote of the entire membership.
7. **Death, Retirement, Resignation, Expulsion, Bankruptcy, or Dissolution of a Member.** On 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 Limited Liability Company, the remaining Members of the Limited Liability Company shall have the right to continue the Limited Liability Company if, by majority vote, they elect to do so.
8. **Business Purposes.** The purpose for which the Limited Liability Company is organized is to transact all lawful business for which Companies may be organized under the Limited Liability Company Act of Florida.
9. **Powers.** The powers of the Limited Liability Company are to:
  - (A) Sue or be sued, or complain or defend, in its name;
  - (B) Purchase, take, receive, lease, or otherwise acquired, own, hold, improve or use, or otherwise deal in or with real or personal property, of an interest in

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real or personal property, whenever situated;

- (C) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange or transfer, or otherwise dispose of, all of any part of its property or assets;
- (D) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend or pledge, or otherwise dispose of, or otherwise use or deal in or with:
  - (1) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships, or individuals; or
  - (2) Direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (E) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the Limited Liability Company may determine; issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income;
- (F) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested;
- (G) Conduct its business, carry on its operations and have offices, and exercise the powers granted by the Florida Limited Liability Company Act within or without this state;
- (H) Elect or appoint Managers and agents of the Limited Liability Company, define their duties, and fix their compensation;
- (I) Make and alter its Bylaws, not inconsistent with its articles of organization or with the laws of Florida, for the administration and regulation of the affairs of the Limited Liability Company.
- (J) Make donations to the public welfare or for charitable, scientific or educational purposes;
- (K) Indemnify a Member or Manager in connection with the defense of an action, suit or proceeding, whether civil or criminal, in which the Member or

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Manager is made party;

- (L) Cease its activities and surrender its certificate of organization;
- (M) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Limited Liability Company is organized;
- (N) Transact any lawful business which the Members or the Managers find to be in aid of governmental policy;
- (O) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its Managers and employees;
- (P) Be a promoter, incorporator, general partner, limited partner, member, associate or manager or any corporation, partnership, limited partnership, limited liability company, joint venture, trust or other enterprise; and
- (Q) Have and exercise all powers necessary or convenient to effect its purposes.

**10. Managers.**

- (A) The Limited Liability Company's business and affairs shall be vested in a Manager or Managers. The names and address(es) of such Managers who are to serve as Managers until the first annual meeting of Members or until their successors are elected and qualify are:

G. Kendrix Adcock, M.D.  
700 Westwind Court  
Maitland, Florida 32751

Robert P. Winter, M.D.  
131 Stonehill Drive  
Maitland, Florida 32751

- (B) Each Manager shall meet the following qualifications:

- (1) Have attained the age of 18.

- (C) At the first annual meeting of Members and at each annual meeting thereafter, the Members shall elect Managers to hold office until the next succeeding annual meeting, except if there has been a classification of Managers. Each Members shall hold office for the term for which he is elected and until his successor has been elected and qualified.

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- (D) Any vacancies occurring in the group of Managers shall be filled by written agreement of a majority of the remaining Managers. A Manager chosen to fill a vacancy shall serve the unexpired term of his predecessor in office. Any Manager's position to be filled by reason of an increase in the number of Managers shall be filled by written agreement of a majority of the Managers then in office or be election at an annual meeting or at a special meeting of Members called for that purpose. A Manager chosen to fill a position resulting from an increase in the number of Managers shall hold office until the next annual meeting of Members and until his successor has been elected and qualified.
- (E) At a meeting called expressly for the purpose, all Managers or lesser number may be removed, with or without cause, in the manner provided in the Bylaws. If the Bylaws do not provide for the removal of managers with or without cause, then all Managers or any lesser number may be removed with or without cause by a vote of the majority of the Members then entitled to vote at an election of Managers.
- (F) The Limited Liability Company shall indemnify against liability incurred in any proceeding an individual made a party to the proceeding because he is or was a Manager if: (i) He conducted himself in good faith; (ii) He reasonably believed: (a) In the case of conduct in his official capacity, that his conduct was in the Limited Liability Company's best interests; or (b) In all other cases, that his conduct was at least not opposed to the Limited Liability Company's best interests; and (iii) In the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful.
- (1) The Limited Liability Company shall indemnify a Manager of the Limited Liability Company who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the proceeding.
- (2) A Manager who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction.
- (3) The Limited Liability Company shall pay for or reimburse the reasonable expenses incurred by a Manager who is a party to a proceeding in advance of the final disposition of the proceeding if: (i)

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the Manager furnishes the Limited Liability Company a written affirmation of his good-faith belief that he has met the standard of conduct required; (ii) the Manager furnishes the company a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification.

- (5) Any indemnification of or advance of expenses to a Manager in accordance with this section, if arising out of a proceeding by or on behalf of the Limited Liability Company, shall be reported in writing to the Members with or before the notice of the next Members' meeting.
11. **Debt.** No debt shall be contracted nor liability incurred by or on behalf of the Limited Liability Company, except by one or more of its Managers.
12. **Instruments and Documents Providing for the Acquisition, Mortgage, or Disposition of Property.** Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Limited Liability Company shall be valid and binding upon the Limited Liability Company, if they are executed by one or more of its Managers.
13. **Meetings of Members.**
- (A) Meetings of Members may be held at such place, either within or without this state, as may be stated in or fixed in accordance with the Bylaws. If no other place is stated or so fixed, all meetings shall be held at the registered office of the Limited Liability Company.
- (B) An annual meeting of the Members shall be held at such time as may be stated or fixed in accordance with the Bylaws. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Limited Liability Company.
- (C) Special meetings of the Members may be called by any Manager or managers, by not less than one-tenth of all the Members entitled to vote at the meeting, or by such other persons may be provided in the Bylaws.
- (D) Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose of which the meeting is called shall be

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delivered not less than ten days nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of any Manager or person calling the meeting to each Member of record entitled to vote at such meeting.

- (1) Notice to Members, if mailed, shall be deemed delivered to any Member when deposited in the United States mail, addressed to the Member, with postage prepaid, but, if three successive letters mailed to the last-known address of any Member are returned as undeliverable, no further notices to such Member shall be necessary until another address for such Member is made known to the Limited Liability Company.
  - (2) When a meeting is adjourned to another time or place, unless the Bylaws otherwise require, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Limited Liability Company may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.
- (E) When any notice is require to be given to any Member of the Limited Liability Company under the provisions of this Article or the Bylaws of the Limited Liability Company, a waiver thereof in writing signed by the person entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.
- (F) By attending a meeting, a Member:
- (1) Waives objection to lack of notice or defective notice of such meeting unless the Member, at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting;
  - (2) Waives objection to consideration at such meeting of a particular matter not within the purpose of purposes described in the meeting notice unless the Member objects to considering the matter when it is presented.

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**14. Voting.**

- (A) Subject to the provisions of this Article which require majority or unanimous consent, vote, or agreement of the Members, the Bylaws may grant to all or a specified group of the Members the right to consent, vote, or agree, on a per capita or other basis, upon any matter.
- (B) Unless the Bylaws provide otherwise, any Member may vote in person or by proxy.
- (C) Unless otherwise provided in the Bylaws, a majority of the Members entitled to vote shall constitute a quorum at the meeting of Members. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater proportion or number or voting by classes is required by this Article, the Articles of Organization, or the Bylaws. If a quorum is not represented at any meeting of the Members, such meeting may be adjourned for a period not to exceed sixty days at any one adjournment.

**15. Action by Members Without a Meeting.**

- (A) Unless the Bylaws provide otherwise, action required or permitted by this Article to be taken at a Members' meeting may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by each Member entitled to vote. Action taken under this subsection (1) is effective when all Members entitled to vote have signed the consent, unless the consent specifies a different effective date.
- (B) Written consent of the Members entitled to vote has the same force and effect as a unanimous vote of such Members and may be stated as such in any document.

**16. Distributions of Capital.**

- (A) A Member shall not receive out of Limited Liability Company property any part of his or her contribution to capital until:
  - (1) All liabilities of the Limited Liability Company, except liabilities Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them.

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- (2) The consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded as provided in this Article.
- (B) Subject to the provisions of the subsection (A), a Member may rightfully demand the return of his or its contribution:
- (1) On the dissolution of the Limited Liability Company;
- (2) When the date an event specified in the Articles of Organization for the return of the contribution has arrived; or
- (3) After the Member has given all other Members of the Limited Liability Company two months prior notice in writing.
- (C) Unless he or she has the consent of all Members of the Limited Liability Company, a Member, irrespective of the nature of his or her contribution, has only the right to demand and receive cash in return for his or her contribution to capital.
- (D) A Member of a Limited Liability Company may have the Company dissolved and its affairs wound up when:
- (1) The Member rightfully but unsuccessfully has demanded the return of his or her contribution; or
- (2) The other liabilities of the Limited Liability Company have not been paid or the Limited Liability Company property is insufficient for their payment, and the Member otherwise would be entitled to the return of his or her contribution.
- (E) A Member shall not receive out of Limited Liability Company property any part of his or her contribution to capital until:
- (1) All liabilities of the Limited Liability Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Limited Liability Company remains to pay them.
- (2) The consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded as provided in these Articles.

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- (3) The Articles of Organization are canceled or so amended as to set out the withdrawal reduction.
- (F) Subject to the provisions of subsection (E), a Member may rightfully demand the return of his or her contribution:
  - (1) On the dissolution of the Limited Liability Company;
  - (2) After the Member has given all other Members of the Limited Liability Company, 6 months prior notice in writing, if no time is specified in the Articles of Organization for the dissolution of the Limited Liability Company.
- (G) In the absence of the consent of all Members of the Limited Liability Company, a Member, irrespective of the nature of his or its contribution, has only the right to demand and receive cash in return for his or her contribution to capital.
- (H) A Member of a Limited Liability Company may have the Limited Liability Company dissolved and its affairs wound up when:
  - (1) The Member rightfully but unsuccessfully has demanded the return of his or her contribution; or
  - (2) The other liabilities of the Limited Liability Company have not been paid of the Limited Liability Company property is insufficient for their payment, and the Member otherwise would be entitled to the return of his or her contribution.

**17. Liability.**

- (A) A Member of a Limited Liability Company is liable to the Company:
  - (1) For the difference between the amount of the Member's contributions to capital which have been actually made and the amount which is stated in the Articles of Organization or other contract as having been made; and
  - (2) For any unpaid contribution to capital which the Member, in the Articles of Organization or other contract, agreed to make in the future at the time and on the conditions stated in the Articles of Organization or other contract.

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(B) A Member holds as Trustee for the Limited Liability Company:

- (1) Specific property which is stated in the Articles of Organization or other contract as having been contributed by such Member, but which property was not contributed or which property has been wrongfully or erroneously returned; and
- (2) Money or other property wrongfully paid or conveyed to such Member on account of the Member's contribution.

(C) The liabilities of a Member as set out in this section may be waived or compromised only by the consent of all Members, but a waiver or compromise shall not affect the right of a creditor of the Limited Liability Company who extended credit or whose claim arose after the filing and before a cancellation or amendment of the Articles of Organization or other contract to enforce such liabilities.

(D) When a contributor has rightfully received the return in whole or in part of the capital of the Member's contribution, the contributor is still liable to the Limited Liability Company for any sum, not in excess of the return with interest, necessary to discharge its liability to all creditors of the Limited Liability Company who extended credit or whose claims arose before such return.

18. **No Liability Under Judgment, Decree or Order for Debts of the Limited Liability Company.** Neither the Members of a Limited Liability Company nor the managers or Officers of a Limited Liability Company shall be liable under judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Limited Liability Company.

19. **Dissolution.**

(A) A Limited Liability Company organized under the Limited Liability Company Act shall be dissolved upon the occurrence of any of the following events:

- (1) When the period fixed for the duration of the Limited Liability Company expires;
- (2) By the unanimous written agreement of all Members; or
- (3) Upon the death, retirement, resignation, expulsion, bankruptcy or

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dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of all the remaining members or under a right to continue stated in the Articles of Organization of the Limited Liability Company.

- (B) As soon as possible following the occurrence of any of the events specified in subsection (A) which effects the dissolution of the Limited Liability Company, the Limited Liability Company shall execute a statement of intent to dissolve in the form prescribed by the Secretary of State.

**20. Priority of Distributions Upon Dissolution.**

- (A) In settling accounts after dissolution, the liabilities of the Limited Liability Company shall be entitled to payment in the following order of priority:

- (1) Those liabilities to creditors, in the order of priority as provided by law, except those liabilities to Member of the Limited Liability Company on account of their contributions; and
- (2) Those liabilities to Members of the Limited Liability Company in respect of their shares of the profits and other compensation by way of income on their contributions; and
- (3) Those liabilities to Members of the Limited Liability Company in respect of their contributions to capital.

- (B) Subject to any statement in the Bylaws, Members shall share in the Limited Liability Company assets in respect to their claims for capital and in respect to their claims for profits or for compensation by way of income on their contributions, respectively, in proportion to the respective amounts of their claims.


**21. Transferability of Member's Interest.**

- (A) An interest of a Member in a Limited Liability Company may be transferred or assigned.
- (B) However, if all of the other Members of the Limited Liability Company other than the Member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the

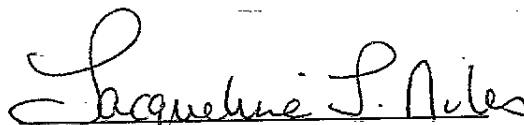
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transferee of the interest of the Member shall have no right to participate in the management of the business and affairs of the Limited Liability Company or to become a Member.

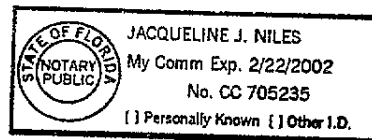
- (C) The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that Member otherwise would be entitled.

  
Robert P. Winter  
Organizer

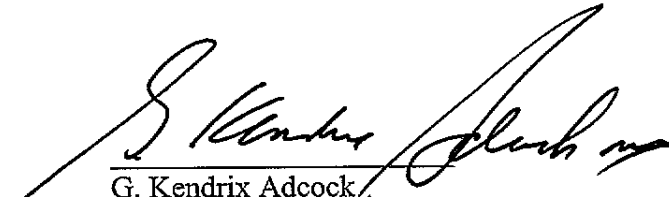
Sworn to and subscribed before me this 28<sup>th</sup> day of July, 1998, by ROBERT P. WINTER, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification and who did take an oath.

  
NOTARY PUBLIC  
Print Name: Jacqueline J. Niles

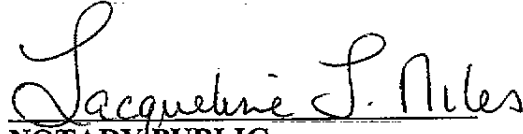
My commission expires: \_\_\_\_\_



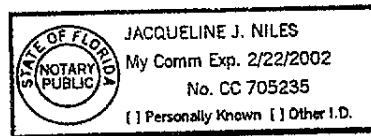
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G. Kendrix Adcock  
Organizer

Sworn to and subscribed before me this 21 day of July, 1998, by G. KENDRIX  
ADCOCK, ☒ who is personally known to me or ☐ who has produced  
\_\_\_\_\_ as identification and who did take an oath.

  
NOTARY PUBLIC  
Print Name: Jacqueline J. Niles

My commission expires: \_\_\_\_\_



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the Initial Registered agent of Florida Aneurysm and Endovascular Institute, L.C.

  
J. BROCK MCCLANE

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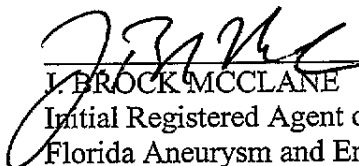
STATE OF FLORIDA:  
COUNTY OF ORANGE:

**Affidavit of J. Brock McClane**

Before me, the undersigned authority, personally appeared J. Brock McClane, who after being first duly sworn, deposes and says:


1. I am over age eighteen and make this affidavit of my own personal knowledge. All facts stated herein are known to me to be true.
2. I am the registered agent of Florida Aneurysm and Endovascular Institute, L.C., an entity to be registered as a Florida limited liability company.
3. From the moment of its registration, Florida Aneurysm and Endovascular Institute, L.C. has and will have more than one member.
4. The actual initial cash contributions of the two members are \$550 each for Robert P. Winter, M.D. and G. Kendrix Adcock, M.D.
5. There is no property other than the referenced cash contribution that has been contributed to Florida Aneurysm and Endovascular Institute, L.C.
6. At this time there is no property other than the referenced cash contribution that is anticipated to be contributed to the Florida Aneurysm and Endovascular Institute, L.C.

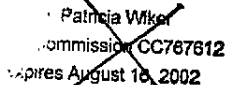
FURTHER SAITH AFFLIANT NAUGHT.

  
J. BROCK MCCLANE  
Initial Registered Agent of  
Florida Aneurysm and Endovascular Institute, L.C.

Sign, subscribed and sworn to before me this 9th day of September, 1998, by J. Brock McClane, who ☒ is personally known to me or ☐ presented \_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)

 Glynis Patricia Wiker  
My Commission CC767612  
Expires August 16, 2002

  
Patricia Wiker  
Commission CC767612  
Expires August 16, 2002

  
Notary Public

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