

Bert A. Davenport

Alisa W. James

Also Admitted  
Virginia

Monica L. Cothran

Also Admitted  
Alabama, Georgia &  
Texas

**Davenport, James & Cothran**  
Chartered

**ATTORNEYS & COUNSELLORS at Law**

1004 Jenks Avenue  
Panama City, Florida 32401

September 17, 1998

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SECRETARY OF STATE,  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314  
(850)488-9000

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-09/21/98--01130--001  
\*\*\*\*285.00 \*\*\*\*285.00

**RE: MARSHALL RENTAL'S, L. L. C.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization, Certificate of Designation Of Registered Agent/Registered Office, and Affidavit for the above-named corporation along with Check No.: 0357 in the amount of \$285.00 for filing fees. Please file the Originals, certify the copies, and return the certified copies to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

*Marjorie K. Harris*

Marjorie K. Harris, Legal Assistant to:  
Monica L. Cothran, Esq.

/mkh

Enclosures: As stated

198-1966

Name	OKA-24
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

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**ARTICLES OF ORGANIZATION**  
**for**  
**Marshall Rental's, L. L. C.**

**THE UNDERSIGNED**, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be **Marshall Rental's, L. L. C.**
2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other even which terminates the continued Membership of a Member, unless the business of the company is continued by the consent of all the remaining Members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **The mailing address is:** **P.O. Box 27605, Panama City, FL 32411.** The street address is: **615 Amberjack Drive, Panama City Beach, FL 32408.**
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows:  
  
**Andrew J. Marshall, Jr.**  
**615 Amberjack Drive**  
**Panama City Beach, FL 32408**
5. **Admission of Additional Members;** and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. **Right to Continue Business.** The remaining Members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the occurrence of any other event which terminates the continued Membership of a Member in the company.
7. **Management of Company.** Management of the company is reserved to the Members. The names and addresses of the Managerial Members are:

**Andrew J. Marshall, Jr.**  
**615 Amberjack Drive**  
**Panama City Beach, FL 32408**

**William J. Marshall**  
**6201 Thomas Drive Unit 1102**  
**Panama City Beach, FL 32408**

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8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provision consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

9. **Regulations of the Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Managers of the company by any amendments of the Articles of Organization. Regulations adopted by the Member or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

10. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

11. **Contracting Debt.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Managers or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contribution to which that Member otherwise would be entitled.

13. **Withdrawal or Reduction of Member's Contributions to Capital.**

A Member shall not receive out of the Company property any part of his or its contribution to capital until:

- a. All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them.
- b. The consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,
- c. These Articles of Organization are canceled or so amended as to set out the withdrawal reduction

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals this 19 day of August, 1998.

BY: Andrew J. Marshall, Jr.  
Printed Name: ANDREW J. MARSHALL, JR.  
Date: 8-19-98

BY: William J. Marshall  
Printed Name: WILLIAM J. MARSHALL  
Date: 8-19-98

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**AFFIDAVIT**

**STATE OF FLORIDA  
COUNTY OF BAY**

**BEFORE THE UNDERSIGNED** authority personally appeared Andrew J. Marshall, Jr.  
who on oath says:

1. That he is a member of **Marshall Rental's, L. L. C.**
2. That **Marshall Rental's, L. L. C.**, has at least two (2) members.
3. The amount of the cash and description and agreed value of the property other than cash contributed by the members is \$30,000.
4. The amount anticipated to be contributed by the member is \$15,000.

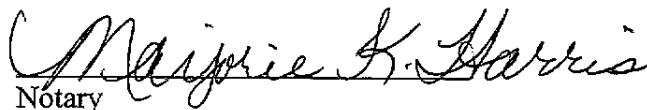
FURTHER AFFIANT SAYETH NAUGHT.

  
**ANDREW J. MARSHALL, JR.**  
Member of **Marshall Rental's, L. L. C.**

**SWORN TO AND SUBSCRIBED** before me this 15<sup>th</sup> day of September 1998  
by **ANDREW J. MARSHALL, JR.**, who personally known to me or who has produced  
\_\_\_\_\_ as identification.



Marjorie K. Harris  
MY COMMISSION # CC668221 EXPIRES  
July 31, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary

MARJORIE K. HARRIS  
Print, Type or Stamp  
Commissioned Name of Notary Public

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

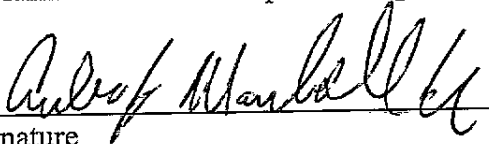
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Marshall Rental's, L. L. C.**
2. The name and address of the Registered Agent and office is:

**Andrew J. Marshall, Jr.  
615 Amberjack Drive  
Panama City Beach, FL 32408**

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 obligation so my position as registered agent.

Signature



Date

9-15-98

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List of property for the Contribution for  
Marshall Rental's, L.L.C.

The property is as follows:

9,500.00	3 Computers, monitors, and Printers
2500.00	copier
18,000.00	Furniture such as desks, chairs, tables, fixtures and other costs of remodleing the leased space such as carpet, lights, paint

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