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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

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October 9, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****285.00 ****285.00

Re: Aarow Services, L.C.

Dear Sir:

Enclosed are original and one copy of Articles of Organization, with Affidavit attached, for the referenced limited liability company. Please file the original and return a stamped copy to me. Our check for \$285.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

Kathleen H Cold

KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

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Name	10/16/98
Availability	dcc
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Approval/Judgement	DCC
P. Verifier	DCC

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November 5, 1998

Ms. Diane Cushing
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

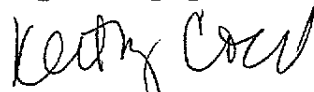
Re: Aarow Services, L.C.

Dear Ms. Cushing:

We are returning to you the original and one copy of a revised Affidavit of Membership and Contributions for the referenced limited liability company, together with a copy of your letter dated October 16, 1998.

If you have any questions concerning the enclosed, please contact me.

Very truly yours,



KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1998

KATHLEEN HOLBROOK COLD
HOLDBROOK AKEL COLD STIEFEL & RAY, P.A.
ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FL 32202-5059

SUBJECT: AAROW SERVICES, L.C.
Ref. Number: W98000023526

We have received your document for AAROW SERVICES, 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):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Shouldn't the total on line 4 of the affidavit be \$18,600.00?

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 698A00051240

ARTICLES OF ORGANIZATION
OF
AAROW SERVICES, L.C.

The undersigned subscribers to the Articles of Organization, each a natural person competent to contract, hereby associate themselves together to form a limited liability company under the provisions of Chapter 608 of the laws of the State of Florida.

ARTICLE I

The name of the limited liability company is: AAROW SERVICES, L.C.

ARTICLE II

The duration of this limited liability company shall be forty years from the date of filing of these Articles of Organization with the Department of State of the State of Florida.

ARTICLE III

The initial address of the place of business in the State of Florida of this limited liability company is 5655 Timuquana Road, Jacksonville, Florida 32210, and the initial mailing address is the same.

ARTICLE IV

The registered office shall be Suite 2301, One Independent Drive, Jacksonville, Florida 32202, and the registered agent at that same address is Kathleen Holbrook Cold.

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ARTICLE V

The members of this limited liability company may admit additional members upon the unanimous approval of the existing members and the contribution of cash or property in an amount to be unanimously approved by the existing members.

ARTICLE VI

In the event of 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 liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

ARTICLE VII

This limited liability company is to be managed by a manager or managers and the name and address of the initial manager who is to serve as manager until the first annual meeting of members or until his successor or successors are elected and qualified:

Name
Lewis Sherman

Address
5655 Timuquana Road
Jacksonville, Florida 32210

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ARTICLE VIII

The date of the existence of the limited liability shall be the date of the filing of the Articles of Organization by the Department of State of the State of Florida.

ARTICLE IX

The Articles of Organization of this limited liability company maybe amended in any manner permitted by Chapter 608 Florida Statutes.

ARTICLE X

Management of the limited liability company shall be vested in a manager or managers who shall be elected annually by the members in the manner prescribed by and provided in the regulations of the limited liability company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE XI

The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in

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the manager or managers of the company. Regulations adopted by the manager or managers maybe 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 manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not in consistent with law or the Articles of Organization.

ARTICLE XII

No debt shall be contracted nor liability incurred by on behalf of this limited liability company except by one or more of its managers.

ARTICLE XIII

The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this 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 transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to

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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.


LEWIS SHERMAN

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.


KATHLEEN HOLBROOK COLD

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AAROW SERVICES, L.C. certifies:

1. The above named limited liability company has at least one member.

2. The total amount of cash contributed by the member(s) is \$14,600.00.

3. If any, the agreed value of property other than cash contributed by member(s) is \$4,000.00.

4. A description of the property other than cash contributed by member(s) is:

<u>STAFFCONNECT Software</u>	<u>\$ 1,800⁰⁰</u>
<u>2 Computer Systems</u>	<u>\$ 1,900⁰⁰</u>
<u>1 COPY MACHINE</u>	<u>\$ 300⁰⁰</u>
<u>TOTAL</u>	<u>\$ 4,000⁰⁰</u>

5. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$24,600.00.


LEWIS SHERMAN, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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