

## TRANSMITTAL LETTER

L980000002805

Department of State  
 Division of Corporations  
 P. O. Box 6327  
 Tallahassee, FL 32314

SUBJECT:

Advantage Capital FL GP I, LLC.

(Proposed corporate name - must include suffix)

500002693315--5

-11/23/98--01027--010

\*\*\*\*800.00 \*\*\*\*337.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
 Filing Fee

☐ \$78.75  
 Filing Fee  
 & Certificate of Status

☐ \$78.75  
 Filing Fee  
 & Certified Copy

☐ \$87.50  
 Filing Fee,  
 Certified Copy  
 & Certificate of  
 Status

ADDITIONAL COPY REQUIRED

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 DIVISION OF CORPORATIONS  
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FROM:

WAL K IN

Name (Printed or typed)

Pennington Law Firm

Address

City, State &amp; Zip

Daytime Telephone number

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION  
OF  
ADVANTAGE CAPITAL FL GP I, L.L.C.

THE UNDERSIGNED, being a natural person of at least 18 years of age and acting as the organizer of the limited liability company (the "Company") being formed pursuant to Chapter 608 of the Florida Statutes, certifies that:

Article I: The name of the Company is Advantage Capital FL GP I, L.L.C.

Article II: The mailing address and street address of the principal office of the Company is: 220 East Madison Street  
Suite 1221  
Tampa, FL 33602

Article III: The period of duration for the Company shall be perpetual.

Article IV: The Company is to be managed by the members and the names and addresses of the members are:

Crichton W. Brown  
345 Bayshore Boulevard  
Apartment 1513  
Tampa, FL 33606

Steven T. Stull  
909 Poydras Street  
Suite 2230  
New Orleans, LA 70112

David W. Bergmann  
7733 Forsyth Boulevard  
Suite 1850  
St. Louis, MO 63105

Scott A. Zajac  
7733 Forsyth Boulevard  
Suite 1850  
St. Louis, MO 63105

Maurice E. Doyle  
1911 Elmore Avenue  
Downer's Grove, IL 60515

Timothy G. Cockshutt  
345 Bayshore Boulevard  
Apartment 1513  
Tampa, FL 33606

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Article V: Admissions of Additional Members

After the formation of the Company, any person may become a Member upon obtaining the written approval of all of the Members and upon such terms and conditions as all of the Members shall provide. No additional Member shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company.

Article VI: Members Rights to Continue Business

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 the limited liability company, the remaining Members who hold at least a majority in interest of the Company shall agree to continue the Company, and, if the membership in the Company has been reduced

to one Member, admit at least one (1) additional Member to the Company.

Article VII: Affidavit of Membership and Contributions

The undersigned member of Advantage Capital FL GP I, L.L.C. certifies:

1. the above named limited liability company has at least two members;
2. the total amount of cash contributed by the members is: \$495,000.00.
3. if any, the agreed value of property other than cash contributed by the members is: \$0
4. the total amount of cash and property contributed and anticipated to be contributed by the members is: \$495,000.000

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In WITNESS WHEREOF, I have subscribed this certificate and do hereby affirm the foregoing as true under the penalties of perjury, this 19<sup>th</sup> day of November, 1998.

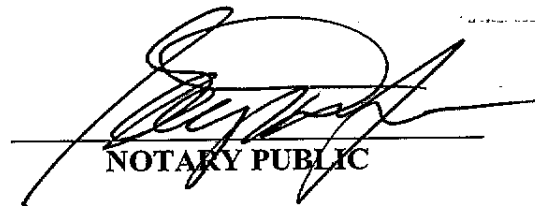
Crichton W. Brown

Crichton W. Brown  
A Managing Member

345 Bayshore Boulevard  
Apartment 1513  
Tampa, FL 33606

STATE OF LOUISIANA  
PARISH OF ORLEANS

Sworn to and Subscribed before me this 19<sup>th</sup> day of November, 1998.

  
NOTARY PUBLIC

My commission expires at death.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT


OF

ADVANTAGE CAPITAL FL GP I, L.L.C.

First: The name of the limited liability company is Advantage Capital FL GP I, L.L.C.

Second: MARC W. DUNBAR having a business address at 215 South Monroe Street, Second Floor, Tallahassee, FL 32301, is hereby designated as the registered agent of the Company upon whom and at which process against the Company may be served.

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.

  
\_\_\_\_\_  
Marc W. Dunbar

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