

L980000003181

Taylor & Ziegenbein

November 11, 1998

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

500002688095--0
-11/16/98--01073--003
****285.00 ****285.00

Enclosed are the Articles of Organization for Triarc Advisory Services, LLC along with a check for \$285. If you have any questions please call:

Paula M. Taylor
2114 Hillcrest Street
Orlando, FL 32803
(407) 898-2251

Very truly yours,

TAYLOR & ZIEGENBEIN, P.A.

Paula M Taylor
Paula M. Taylor

FILED
98 DEC 14 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	11/23/98
Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

L980000003181

Certified Public Accountants

2114 Hillcrest Street, Orlando, Florida 32803 • Facsimile 407 898 4850 • Telephone 407 898 2251



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 23, 1998

PAULA M. TAYLOR
TAYLOR & ZIEGENBEIN
2114 HILLCREST STREET
ORLAND, FL 32803

SUBJECT: TRIARC ADVISORY SERVICES, LLC
Ref. Number: W98000026308

We have received your document for TRIARC ADVISORY SERVICES, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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: 198A00055976

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

We, the undersigned, who intend to form and create a Limited Liability Company, as defined in Chapter 608 of the Statutes of the State of Florida, do hereby state and certify the following:

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TALLAHASSEE, FLORIDA

ARTICLE I – Name

The name of the Limited Liability Company shall be:

Triarc Advisory Services, LLC.

ARTICLE II – Address

The mailing address and street address of the principal office of the Limited Liability Company is:

3535 Lawton Road
Suite 115
Orlando, FL 32803

ARTICLE III– Duration

The period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV – Purpose

The purpose for which the Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the State of Florida.

ARTICLE V – Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Paula M. Taylor

250 Broadmoor Rd.
Lake Mary, FL 32746

Michelle R. Ziegenbein

226 E. Harvard Street
Orlando, FL 32804

The company shall have the right to add additional members at each annual or special meeting of the Members or at any time by written unanimous consent of the Members.

ARTICLE VI – Indemnification

- (A) The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suitor proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees) judgements, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.
- (B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.
- (C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company on advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

Paula M. Taylor
[Signature]
Members

SUBSCRIBED this 9th day of November 1998.

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

FILED
98 DEC 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: TRIARC ADVISORY SERVICES, LLC.
2. The name and address of the Registered Agent and office is:

Paula M. Taylor
3535 Lawton Road
Suite 115
Orlando, FL 32803

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.

Paula M Taylor
(Signature)

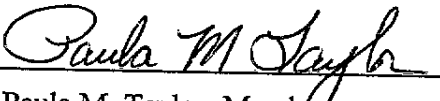
11/9/98
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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98 DEC 14 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of TRIARC ADVISORY SERVICES, LLC, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is: \$2,500
3. If any, the agreed value of property other than cash contributed by member(s) is: \$ 0
1. The amount of cash or property anticipated to be contributed by member(s) is: \$2,500
(This total includes amounts from 2 and 3 above.)


Paula M. Taylor, 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.