

DAVID A. FONTES, LL.M.

202 SOUTH MOODY AVENUE • TALLAHASSEE, FLORIDA 32309 • (813) 222-0232

December 9, 1998

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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-12/15/98-01032-002
****337.50 ****337.50

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Organization of ECHO FINANCIAL, L.C., as well as the Affidavit of Membership and Contribution required by Florida Statutes Section 608.408(3). Also enclosed is a check for this organization in the amount of \$337.50, comprised of the filing fee of \$250, the registered agent fee of \$35, and \$52.50 for the certified copy. Please send the certified copy of the Articles of Organization to me at the address above. If there are any questions, please contact me at the telephone number above.

Thank you in advance for your time and attention to this matter.

Sincerely,

David A. Fontes

David A. Fontes, LL.M.
Attorney-at-Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-3279

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| Name | OK 12/18 |
| Availability | |
| Assignment | |
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| Verifier | |
| Supervisor | |

ARTICLES OF ORGANIZATION
OF
ECHO FINANCIAL, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Organization, for the purpose of forming a limited liability company, in accordance with Chapter 608, Florida Statutes, Florida Limited Liability Company Act.

ARTICLE I - NAME

The name of this limited liability company is ECHO FINANCIAL, L.C., and the principal place of business and mailing address of this limited liability company shall be 13513 N. Dale Mabry Highway, Suite 105, Tampa, Florida 33618.

ARTICLE II - NATURE OF BUSINESS

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company in the State of Florida is 13513 N. Dale Mabry Highway, Suite 105, Tampa, Florida 33618; and the initial

registered agent is MICHAEL C. HEIMBACH The Company may, from time to time, move the location of the registered office to any other address in the State of Florida, and may, from time to time, change the registered agent of this limited liability company.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This limited liability company will commence existence upon filing, and exist perpetually thereafter, unless dissolved according to law.

ARTICLE V -MANAGEMENT

The Company is to be managed by the members. Each managing member is identified as follows:

MICHAEL C. HEIMBACH
13513 N. Dale Mabry Hwy., Suite 105
Tampa, Florida 33618

RICHARD D. KOEHLER
2984 Four Pines
Lexington, Kentucky 40502

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TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator are as follows:

MICHAEL C. HEIMBACH
13513 N. Dale Mabry Hwy., Suite 105
Tampa, Florida 33618

ARTICLE VII - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII - CONTINUATION OF BUSINESS

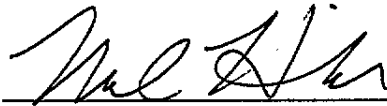
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE IX - POWER TO AMEND ARTICLES OR REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article V.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Organization on this 9th day of December, 1998.



MICHAEL C. HEIMBACH

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 9th day of December, 1998, personally appeared MICHAEL C. HEIMBACH, to me well known or who has produced a drivers license as identification and known to be the person described in, and who signed the foregoing Articles of Organization, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on the date, and in the county and state hereinabove stated.



NOTARY PUBLIC - STATE OF FLORIDA

Printed Name DAVID A. FONTES

MY COMMISSION EXPIRES: 3/5/01

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, 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 ECHO FINANCIAL, L.C.
2. The name and address of the registered agent and office are:

MICHAEL C. HEIMBACH
13513 N. Dale Mabry Hwy., Suite 105
Tampa, Florida 33618

Signature

Michael Heimbach

Title

PRESIDENT

Date

12/9/98

ACKNOWLEDGMENT:

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.

Executed this 9th day of December, 1998.

By:

Michael Heimbach

MICHAEL C. HEIMBACH
Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of ECHO FINANCIAL,
L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$105,000.
3. The agreed value of property other than cash contributed by the members is as listed on Exhibit A attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is \$105,000. This total includes amounts from 2. and 3. above.

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

Executed this _____ day of December, 1998.

Charles J. Heimbach
David A. Pantes

Michael C. Heimbach
MICHAEL C. HEIMBACH

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TALLAHASSEE, FLORIDA

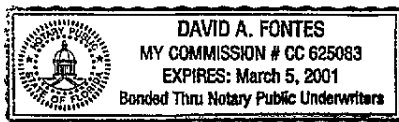
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 9th day of December, 1998, personally appeared MICHAEL C. HEIMBACH, to me well known or who has produced a drivers license as identification and known to be the person described in, and who signed the foregoing AFFIDAVIT

OF MEMBERSHIP AND CONTRIBUTIONS, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on the date, and in the county and state hereinabove stated.



David A. Fontes

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name DAVID A. FONTES

MY COMMISSION EXPIRES: 3/5/01

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