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TO: DIVISION OF CORPORATIONS  
FROM: MACFARLANE FERGUSON & MCMULLEN  
CONTACT: ROSALYN GIBBS  
PHONE: (813)273-4261

FAX #: (850)922-4003

ACCT#: 076071001

FAX #: (813)273-4261

NAME: MFM LAW, L.L.C.  
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**ARTICLES OF ORGANIZATION  
OF  
MF&M LAW, L.L.C.**

**ARTICLE I  
Name**

The name of the limited liability company shall be MF&M Law, L.L.C.

**ARTICLE II  
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is P.O. Box 1531, Tampa, Florida 33601 and 400 North Tampa Street, Suite 2300, Tampa, Florida 33602, respectively.

**ARTICLE III  
Period of Duration**

The limited liability company shall have perpetual existence unless dissolved by its members.

**ARTICLE IV  
Management**

The limited liability company shall be managed by its members and the name and current address of the initial managing member are:

Macfarlane Ferguson & McMullen, P.A.  
400 North Tampa Street, Suite 2300  
Tampa, Florida 33602

**ARTICLE V  
ADDITIONAL MEMBERS**

The members of the limited liability company may admit additional members by the affirmative vote of two-thirds of the existing members.

James W. Goodwin - #375519  
Macfarlane Ferguson & McMullen  
400 North Tampa Street, Suite 2300  
Tampa, Florida 33602  
(813) 273-4337

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 400 North Tampa Street, Suite 2300, Tampa, Florida 33602 and the initial registered agent at such address is Ansley Watson, Jr. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Ansley Watson, Jr. is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

**ARTICLE VII**  
**Right to Continue Business**


The remaining members of the limited liability company shall have the right to continue the business of the limited liability company 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 limited liability company.

**ARTICLE VIII**  
**Effective Date**

The effective date of these Articles of Organization shall be January 1, 1999, which shall be the date of the commencement of the existence of the limited liability company.

The undersigned member has executed these Articles of Organization of MF&M Law, L.L.C. this 28th day of December, 1998.

Macfarlane Ferguson & McMullen, P.A., Member

By:   
Ansley Watson, Jr.  
Chairman

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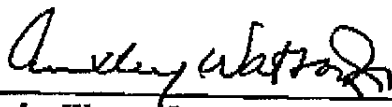
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
MF&M LAW, L.L.C.**

The undersigned duly authorized representative of the members of MF&M Law, L.L.C.,  
deposes and says:

1. The total amount of cash contributed by the members is \$100.
2. No property other than cash has been contributed by the members and therefore the value is -0-.
3. The total amount of cash or property anticipated to be contributed by the members is \$100. This total includes amounts from 2 and 3 above.

Executed on behalf of its members, Macfarlane Ferguson & McMullen, P.A.

Macfarlane Ferguson & McMullen, P.A., Member

By:   
Ansley Watson, Jr.  
Chairman

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

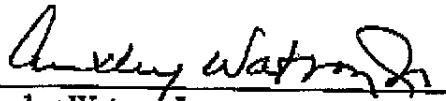
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: MF&M Law, L.L.C.
- 2. The name and address of the registered agent and office is:

Ansley Watson, Jr.  
 400 North Tampa Street  
 Suite 2300  
 Tampa, Florida 33602

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.

Dated this 28th day of December, 1998.

  
 \_\_\_\_\_  
 Ansley Watson, Jr.

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