

Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 922-4003

From:

Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

LIMITED LIABILITY COMPANY

G&Y GROUP, L.L.C.

Name	12/31/98
Availability	dec
Form	100
Page	10
Fee	10
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W. P. Verifier	100

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**ARTICLES OF ORGANIZATION
OF
G&Y GROUP, L.L.C.**

ARTICLE I - Name

The name of the limited liability company is G&Y Group, L.L.C. (the "Company").

ARTICLE II - Address

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

200 Laura Street
Jacksonville, FL 32202
Attn.: John W. Caven, Jr.

ARTICLE III - Registered Agent

The registered agent of the Company is F&L Corp., 200 Laura Street, Jacksonville, FL 32202.

ARTICLE IV - Duration

The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State.

ARTICLE V - Management

The Company is to be managed by managers who shall constitute the Board of Directors of the Company as provided in the regulations adopted by the members. The name and address of the initial manager/director are:

John W. Caven, Jr.
200 Laura Street
Jacksonville, FL 32202

The managers may appoint officers of the Company and prescribe their duties.

Prepared by: Linda Y. Kelso (FL Bar No. 298662)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

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ARTICLE VI - Admission of Additional Members

Additional members may be admitted by vote of the holders of 75% of the membership interests who are not in default in their obligations to the Company as provided in the regulations adopted by the members.

ARTICLE VII - 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 Company, or the occurrence of any of the other events which causes the dissolution of the Company, the remaining member(s) may vote within ninety (90) days following knowledge by the Company of such event whether or not to continue to conduct the affairs of the Company. The vote of a majority in interest of the remaining members shall be required to continue the business of the Company.

ARTICLE VIII - Purposes and Powers

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 30th day of December, 1998.

By: 

Name: John W. Caven, Jr.

Title: Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designed 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.

F&L Corp.

By: Charles V. Hedrick
Charles V. Hedrick
Its: Authorized Signatory

Date: December 30, 1998

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**AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF
G&Y GROUP, L.L.C.**

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STATE OF FLORIDA)
COUNTY OF DUVAL)

Before me, the undersigned, a notary public in and for the county and state aforesaid, personally appeared a duly authorized representative of a member, who after being by me first duly sworn, deposes and says of his personal knowledge as follows:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the members is: \$100.
3. If any, the agreed value of property other than cash contributed by members is: \$0.
4. The amount of cash or property anticipated to be contributed by members is: \$100. 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 the penalties of perjury that the facts stated herein are true.

By: *John W. Caven, Jr.*
Name: John W. Caven, Jr.
Title: Authorized Representative

Sworn to and subscribed before me
this 30 day of December, 1998.

Nancy Pavuk
Notary Public, State and County Aforesaid
My commission expires: _____

(SEAL)

