



THE UNITED STATES  
CORPORATION  
COMPANY

L990000000080

ACCOUNT NO. : 072100000032

REFERENCE : 089488 82475A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 6, 1999

ORDER TIME : 12:21 PM

ORDER NO. : 089488-005

CUSTOMER NO: 82475A

CUSTOMER: Edgar M. Dunn, Jr., Esq  
DUNN ABRAHAM & SWAIN  
DUNN ABRAHAM & SWAIN  
347 South Ridgewood Avenue

Daytona Beach, FL 32114

DOMESTIC FILING

NAME: GRITS HOLDINGS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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**ARTICLES OF ORGANIZATION**  
**OF**  
**GRITS HOLDINGS, L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and cause to be filed with the Florida Department of State the following articles of organization [the "Articles"].

**ARTICLE I.**  
**(Name of Company)**

The name of the limited liability company shall be **GRITS HOLDINGS, L.C.** [the "Company"].

**ARTICLE II**  
**(Mailing and Street Address of Principal Office)**

The mailing address and street address of the principal office of the Company shall be 4114 East Brookhaven Drive, Atlanta 30319.

**ARTICLE III**  
**(Duration of Corporate Existence)**

The Company shall commence its existence on the date these Articles are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles.

**ARTICLE IV**  
**(Registered Office and Agent of Company)**

The name and street address of the registered agent of the Company in the State of Florida is Edgar M. Dunn, Jr., 347 South Ridgewood Avenue, Daytona Beach, Florida 32114.

**ARTICLE V**  
**(Capital Contributions)**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Schedule of Member Initial Contributions that is attached to these Articles as Exhibit "A".

**ARTICLE VI**  
**(Additional Capital Contributions)**

From time to time, each member shall make additional capital contributions to the Company. These additional contributions shall be made in accordance with the written demand or call issued by not less than a majority in interest of the members of the Company. As used in these Articles, the phrase "majority in interest of the members" means fifty percent plus one of the interest of the members allocated in proportion to their net capital contributions to the Company as provided in section 608.422, Florida Statutes.

**ARTICLE VII**  
**(Admission of New Members)**

No additional members shall be admitted to the Company except with the written consent of a majority in interest of the members of the Company and only then upon such terms and conditions as may be determined by such majority group of members. A member may transfer his or her interest in the Company as set forth in the by-laws or regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member of the Company unless such transferee is otherwise authorized by a majority in interest of the members of the Company.

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**ARTICLE VIII**  
**(Continuation of Company's Business By Consent)**

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of a majority in interest of the members of the Company, and only if there are at least two individual members of the Company remaining.

**ARTICLE IX**  
**(Management of Company's Affairs)**

The management of the Company shall be vested in the members in proportion to their respective contribution to the Company's capital. The members shall manage the Company in accordance with these Articles and regulations or bylaws for the management of the business and affairs of the Company, adopted and amended, from time to time, by the members. The regulations or bylaws may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with law or these Articles. The names and addresses of the members of the Company are:

**Name of Member**

**Address of Member**

Harold S. Ramos, M.D.


4114 East Brookhaven Drive  
Atlanta, GA 30319

Barbara L. Ramos

4114 East Brookhaven Drive  
Atlanta, GA 30319

**IN WITNESS WHEREOF**, the undersigned organizer and member has executed these Articles at Daytona Beach, Florida, on January 5, 1999.

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**HAROLD S. RAMOS**  
a member

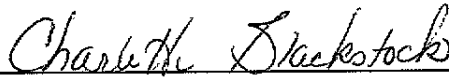
[the "Organizer"]

**ACKNOWLEDGEMENT OF EXECUTION OF ARTICLES**

STATE OF GEORGIA  
COUNTY OF FULTON

The execution of the Articles of Organization was acknowledged before me by  
**HAROLD S. RAMOS**, who is known to me, as a member and the Organizer of **Grits Holdings,**  
**L.C.**, a Florida limited liability company, on January 5, 1999.

(Notary's Public Seal)

  
Notary Public, State of Georgia  
Charlotte Blackstock  
Typewritten Name My Commission Expires  
February 9, 1999

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## **SCHEDULE OF MEMBERS' INITIAL CONTRIBUTIONS**

The below-named members of GRITS HOLDINGS, L.C. made initial contributions to the capital of the Company on the dates and in the amounts indicated as follows:

<b><u>Name of Member</u></b>	<b><u>Amount of Contribution</u></b>
Harold S. Ramos	\$218,619.36
Barbara L. Ramos	\$14,822.07
Total	\$296,441.43

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## **ACCEPTANCE OF REGISTERED AGENT**

I, **EDGAR M. DUNN, JR.**, being the person named in the Articles of Organization of GRITS HOLDINGS, L.C., as the Registered Agent of this limited liability company, hereby consent to accept service of process for the Company at the place designated in the Articles of Organization, and do hereby accept the appointment as Registered Agent and agree to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties imposed by law on me, and to become familiar with and accept the obligations of the position of Registered Agent.

**DATED** as of January 6, 1999.

  
EDGAR M. DUNN, JR.

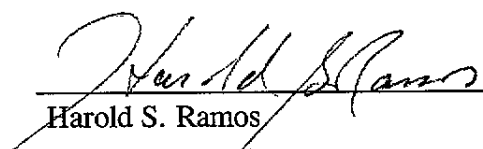
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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The undersigned member (or authorized representative of a member) of  
GRITS HOLDINGS, L.C. states under oath as follows:

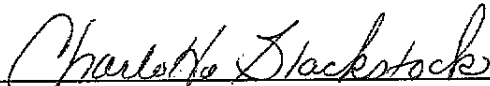
1. My name is Harold S. Ramos, and I am a member of Grits Holdings, L.C.  
[the "Company"].
2. The Company has two members.
3. The total amount of the cash contributed by the members of the Company  
is \$296,441.43.
4. The agreed value of property (other than cash) contributed by a member or  
members of the company is \$-0-. A description of the property is attached hereto and made a part  
hereof.
5. The total amount of the cash or property anticipated to be contributed by  
the members of the Company is \$296,441.43. This total includes amounts from paragraphs 3 and  
4 above.

  
Harold S. Ramos

(the "Affiant")

STATE OF GEORGIA  
COUNTY OF FULTON

SWORN TO OR AFFIRMED and subscribed by HAROLD S. RAMOS, who is  
personally known to me, on the January 5, 1999.

  
Notary Public, State of Georgia

Charlotte Blackstock

My Commission Expires  
February 9, 1999

(Notary's Public Seal)