



THE UNITED STATES
CORPORATION
COMPANY

M990000000236

ACCOUNT NO. : 072100000032

REFERENCE : 097744 82724A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Tamara Pizant

ORDER DATE : January 13, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 097744-005

700002739777--0

CUSTOMER NO: 82724A

CUSTOMER: Ms. Diane Whitacre
MORRISON & CONROY
MORRISON & CONROY
3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: FERMM, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

M99-236

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DIVISION OF CORPORATIONS

~~1099-937~~

Name	<i>[Signature]</i>
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MORRISON & CONROY

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

3838 TAMiami TRAIL NORTH, SUITE 402
NAPLES, FLORIDA 34103
(841) 648-5200

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY
DAVID N. MORRISON

TELECOPIER (841) 648-8140

January 5, 1999

Via Facsimile (850) 487-6013

Karen Beyer
Secretary of State / Division of Corporations

Re: **FERMM, L.L.C.**

Dear Ms. Beyer:

Please be advised that this firm represents FERMM, L.L.C. You have advised me that presently exists a Florida corporation registered as "The Firm, Inc." but that you will consent to the temporary filing of FERMM, L.L.C. upon the assurance that our client, FERMM, L.L.C. will agree to change the name of this limited liability company within sixty (60) days from the date of this letter. This letter will confirm that my client has agreed to this demand and I have requested CSC to resubmit the paperwork necessary for filing directly to you.

Please contact me immediately should you have any further questions or concerns.
Thank you for your courtesy and cooperation in this matter.

Very truly yours,

MORRISON & CONROY, P.A.


J. Thomas Conroy, III

JTC/dw
cc: F. Potestio
CSC - Filing Department

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 13, 1999

TAMARA ODOM
CSC

SUBJECT: FERMM, L.L.C.
Ref. Number: W99000000937

We have received your document for FERMM, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 599A00001741

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**ARTICLES OF ORGANIZATION
OF
FERMM, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is FERMM, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 4288 Silver Fox Drive, Naples, Florida 34119. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Frank P. Potestio, Jr., who is a natural person at least eighteen (18) years old.

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**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Frank P. Potestio, Jr.
4288 Silver Fox Drive
Naples, Florida 34119

Mark Finkelstein
3324 Whitburn Court
Ada, Michigan 49301

Rick Fenton
30800 Northwestern Highway, Suite 100
Farmington Hills, Michigan 48334

**ARTICLE VII
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

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

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: FERMM, L.L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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 accept the obligations of my position as registered agent.



(Signature)

January, 12 1999

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**ARTICLE VIII
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE IX
DISSOLUTION**

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

**ARTICLE X
DISTRIBUTIONS**

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 10.02 Winding-Up Distributions

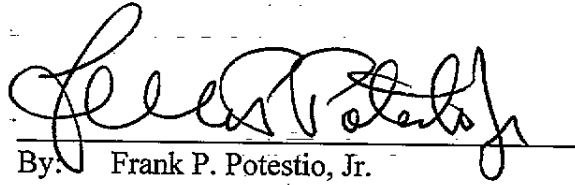
The Company may make winding-up distributions of property to its members as agreed by all of the members.

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ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 12th day of January, 1999.



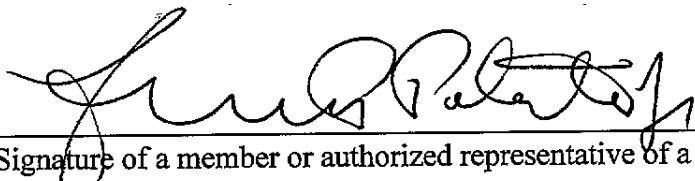
By: Frank P. Potestio, Jr.
Its: Managing Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FERMM, L.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 member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00



Signature of a member or authorized representative of a 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.)

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