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January 4, 1999

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***285.00 ***285.00

Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Organization of Thomas Funds, L.C.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Organization with Certificate Designating Registered Agent and Affidavit for Thomas Funds, L.C. Also enclosed is a check in the amount of \$285.00 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,
Nicole Selinger for
Daniel C. Perri

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99 JAN -6 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	DGP/nas 1/23/99 DCC
Document Examiner	Enclosures DCC
Updater	ncc
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION
OF
THOMAS FUNDS, L.C.

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I
NAME

The name of this limited liability company shall be THOMAS FUNDS, L.C.

ARTICLE II
DURATION

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

ARTICLE III
PURPOSE AND POWERS

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the limited liability company is at 124 Shell Avenue SE, Ft. Walton Beach, FL 32548. The mailing address of the limited liability company is Post Office Box 4246, Fort Walton Beach, Florida 32549.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is DANIEL C. PERRI.

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ARTICLE VI
CAPITAL

The capital of the limited liability company that will be contributed shall be the sum of One Thousand Dollars (\$1,000.00).

ARTICLE VII
MANAGEMENT

The name and address of the sole manager of the limited liability company is as follows:

Prentice M. Thomas, Jr.
Post Office Box 4246
Fort Walton Beach, Florida 32549

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

ARTICLE VIII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Prentice M. Thomas, Jr.
Post Office Box 4246
Fort Walton Beach, FL 32549

Louise Janice Campbell
Post Office Box 4246
Fort Walton Beach, FL 32549

Prentice M. Thomas, III
Post Office Box 4246
Fort Walton Beach, FL 32549

Shannon Noel Thomas
Post Office Box 4246
Fort Walton Beach, FL 32549

Lee Courtney Thomas
Post Office Box 4246
Fort Walton Beach, FL 32549

Charles Allan Thomas
Post Office Box 4246
Fort Walton Beach, FL 32549

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TALLAHASSEE, FLORIDA

ARTICLE IX
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

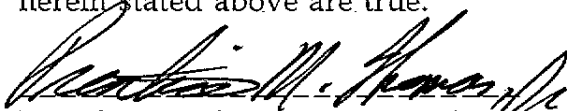
ARTICLE X
DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

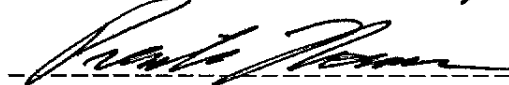
ARTICLE XI
TRANSFER OF INTEREST


A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

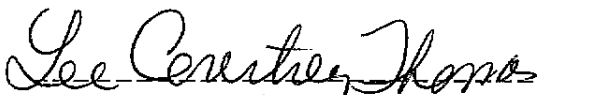
IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 23rd day of September, 1998, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

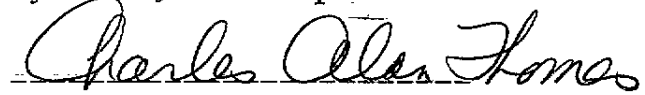

Prentice M. Thomas, Jr., Member


Louise Janice Campbell, Member


Prentice M. Thomas, III, Member


Shannon Noel Thomas, Member
by Louise Janice Campbell as Guardian


Lee Courtney Thomas, Member
by Louise Janice Campbell as Guardian


Charles Allan Thomas, Member
by Louise Janice Campbell as Guardian

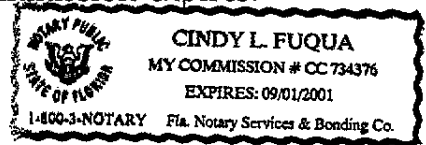
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23rd day of September, 1998, by **Prentice M. Thomas, Jr.** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

23rd WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

Cindy L. Fuqua
NOTARY PUBLIC
My commission expires:

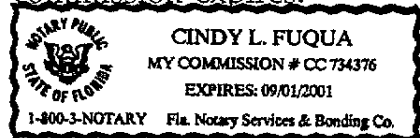


STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23rd day of September, 1998, by **Louise Janice Campbell** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

23rd WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

Cindy L. Fuqua
NOTARY PUBLIC
My commission expires:

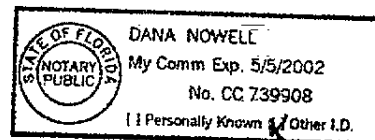


STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23rd day of ~~September~~ ^{December}, 1998, by **Prentice M. Thomas, III** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

23rd WITNESS my hand and official seal in the State and County last aforesaid this day of ~~September~~ ^{December}, 1998.

Dana Nowell 12/8/98
NOTARY PUBLIC
My commission expires:



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23rd day of September, 1998, by **Shannon Noel Thomas**, by **Louise Janice Campbell** as **Guardian**, who personally appeared and who has produced a valid driver's license as identification and did take an oath.

23rd WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

Cindy L. Fuqua
NOTARY PUBLIC

My commission expires:



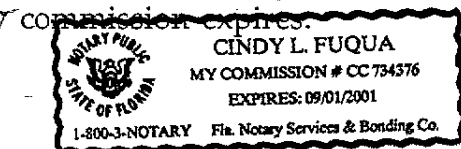
STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23rd day of September, 1998, by **Lee Courtney Thomas**, by **Louise Janice Campbell** as **Guardian**, who personally appeared and who has produced a valid driver's license as identification and did take an oath.

23rd WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

Cindy L. Fuqua
NOTARY PUBLIC

My commission expires:



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23rd day of September, 1998, by **Charles Allan Thomas**, by **Louise Janice Campbell** as **Guardian**, who personally appeared and who has produced as identification and did take an oath.

23rd WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

Cindy L. Fuqua
NOTARY PUBLIC

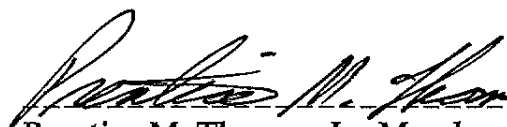
My commission expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

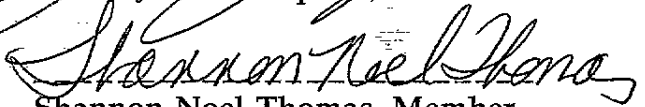
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TALLAHASSEE, FLORIDA


Pursuant to Section 608.415, Florida Statutes, the following is submitted:
Thomas Funds, L.C. , desiring to organize under the laws of the State of Florida with its principal place of business at Ft. Walton Beach, FL 32548, has named Daniel C. Perri as its agent to accept service of process within the State of Florida and whose address is 5 Clifford Drive, Shalimar, Florida 32579.

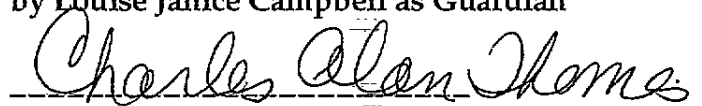

Prentice M. Thomas, Jr., Member


Louise Janice Campbell, Member



Prentice M. Thomas, III, Member


Shannon Noel Thomas, Member
by Louise Janice Campbell as Guardian


Lee Courtney Thomas, Member
by Louise Janice Campbell as Guardian


Charles Allan Thomas, Member
by Louise Janice Campbell as Guardian

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


Daniel C. Perri
Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

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SECRETARY OF STATE

I, the undersigned member of THOMAS FUNDS, L.C., after being duly sworn, do depose and state the following:

- 1. There are at least two (2) members of THOMAS FUNDS, L.C.
- 2. The capital contribution to THOMAS FUNDS, L.C. is One Thousand Dollars (\$1,000.00).

The total contribution to THOMAS FUNDS, L.C. is One Thousand Dollars (\$1,000.00).

3. There is no contribution of property other than that listed in paragraph 2 above.

4. Future capital: None at this time.

Prentice M. Thomas, Jr.
Prentice M. Thomas, Jr., Member

Louise Janice Campbell
Louise Janice Campbell, Member

Prentice M. Thomas, III
Prentice M. Thomas, III, Member

Shannon Noel Thomas
Shannon Noel Thomas, Member
by Louise Janice Campbell as Guardian

Lee Courtney Thomas
Lee Courtney Thomas, Member
by Louise Janice Campbell as Guardian

Charles Allan Thomas
Charles Allan Thomas, Member
by Louise Janice Campbell as Guardian

Sworn to and ascribed before me on
September 23, 1998.

Carla J. Fugate
NOTARY PUBLIC

My commission expires FUQUA
MY COMMISSION # CC 7343/6
EXPIRES: 09/01/2001
1-800-3-NOTARY Fla. Notary Services & Bonding Co.