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Law Offices of Audrey Sue Milton
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January 13, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****293.75 ****293.75

SUBJECT: CADY AND ASSOCIATES, L.C. Transmittal Letter

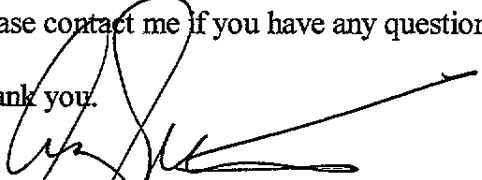
Enclosed is an original and one (1) copy.

Additionally, Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status
Total of \$ 293.75

Please contact me if you have any questions.

Thank you.


AUDREY S. MILTON
2106 SUNRISE BLVD
FT MYERS, FLORIDA 33907
941-277-9955
FLORIDA BAR # 0972630

99 JAN 19 PM 6:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name
Availability
Document Examiner
Updater
Updater Verifyer
Acknowledgement
W. P. Verifyer

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

**CADY AND ASSOCIATES L.C.
14639 EAGLES LOOKOUT COURT
FORT MYERS, FL 33912-1833**

ARTICLE II - Address:

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

**14639 EAGLES LOOKOUT COURT
FORT MYERS, FL 33912-1833**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

PERPETUAL

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

**THOMAS Z. CADY
JAMES P. GREGSON
14639 EAGLES LOOKOUT COURT
FORT MYERS, FL 33912-1833**

ARTICLE V - Admission of Additional Members:

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FILED
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DIVISION OF CORPORATIONS

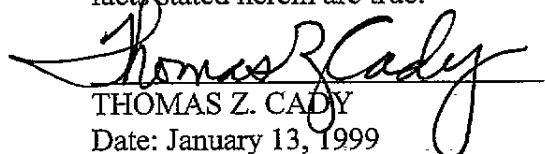
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

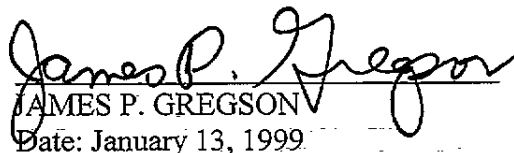
Reserved and by agreement of the current members after a majority vote.

ARTICLE VI - Members Rights to Continue Business:

The right, of the remaining members of the limited liability company shall continue the business 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 and shall be granted to existing members at the time of the occurrence of any event which terminates the interest of said Member in the Limited Liability Company

By executing this document each of us individually affirms under the penalties of perjury that the facts stated herein are true.


THOMAS Z. CADY
Date: January 13, 1999


JAMES P. GREGSON
Date: January 13, 1999

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

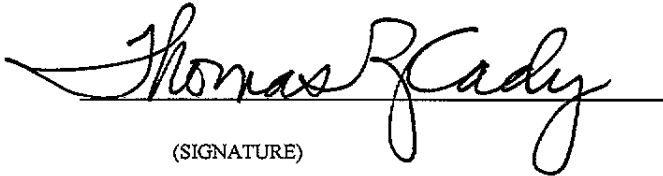
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

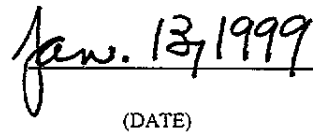
1. The name of the limited liability company is:
CADY AND ASSOCIATES, L.C.

2. The name and address of the registered agent and office is:

THOMAS Z. CADY
14639 EAGLES LOOKOUT COURT
FORT MYERS, FLORIDA 339122-1833

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.


(SIGNATURE)


(DATE)

(SIGNATURE)

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **CADY AND ASSOCIATES** 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 \$100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
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 \$50,000 each (Promissory Note) \$ 100,000.00
- 5) the total amounts of 2, 3 and 4 is \$ 100,100.00

January 13, 1999
DATE

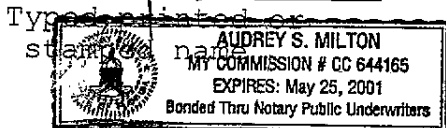
Thomas Z. Cady
SIGNATURE

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13th day of January 13, 1999 by THOMAS Z. CADY who is personally known to me, or who has produced _____ as identification, and who did (did not) take an oath.

Audrey S. Milton



[Signature]
Notary Public
State of Florida at Large
My commission expires: _____
Commission number: _____

(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.)