

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
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LIMITED LIABILITY COMPANY

HONORE & UNIVERSITY, L.L.C.

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I - NAME**

The name of the limited liability company is **HONORE & UNIVERSITY, L.L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is:

1001 Third Avenue West
4th Floor
Bradenton, FL 34205

ARTICLE III - DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV - MANAGEMENT

The limited liability company is managed by a manager and the name and address of the initial manager is:

AJ Honore, L.L.C.
1001 Third Avenue West
4th Floor
Bradenton, FL 34205

Prepared by:
Stephen J. Graves de Peralta
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0155624

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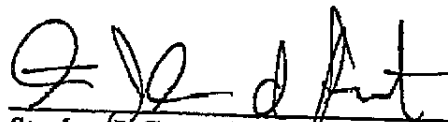
Fax Audit No.: H990000023531.3**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company only as set forth in the regulations of the company, and any transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous consent.

ARTICLE VI - 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 limited liability company, the remaining members of the limited liability company may continue the business only by unanimous consent of the remaining members.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of
the 21 day of January, 1999.


Stephen Y. Grave de Peralta, Esquire
Authorized Representative


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of the members of **Honore & University, L.L.C.** deposes and says:

1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is One Million, Six Hundred Thousand Dollars (\$1,600,000.00).
3. No property has been contributed by the members.
4. The total amount of cash or property anticipated to be contributed by members is One Million, Six Hundred Thousand Dollars (\$1,600,000.00). This total includes the amounts from two and three above.



Stephen J. Grave de Peralta, Esquire
Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, Honore & University, L.L.C., 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:
Honore & University, L.L.C.
2. The name and address of the registered agent and office is:

Blalock, Landers, Walters & Vogler, P.A.
802 - 11th Street West
Bradenton, Florida 34205

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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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Blalock, Landers, Walters & Vogler, P.A., a
Florida professional service corporation,
Registered Agent

By: Print Name: C. Howard L. WaltersIts: VPDated: January 28, 1999