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CORPORATION(S) NAME

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Emerson - Pratt, L.L.C.

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☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

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☐ Limited Liability Partnership

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HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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RANDY MILLER  
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TAXATION  
CORPORATION & BUSINESS LAW  
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659  
FAX (813) 251-6153

February 8, 1999

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Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Re: Articles of Organization For Florida Limited Liability Company for  
EMERSON-PRATT, L.L.C.

Dear Sir or Madam:

Enclosed also are an original and one copy of the Articles of Organization for EMERSON-PRATT, L.L.C. Please file the original Articles, date stamp the copy, and return the copy to the CT Corporation System representative. Enclosed is a check in the amount of \$285.00 to cover the cost of the following expenses:

Filing fee	\$250.00
Registered Agent Fee	<u>35.00</u>
	\$285.00

Very truly yours,

*Christopher H. Norman*  
Christopher H. Norman *QB*

CHN:jfb  
Enclosures

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned persons, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submit these Articles of Organization.

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## ARTICLE I - Name

The name of the limited liability company is: EMERSON-PRATT, L.L.C.

## ARTICLE II - Purpose

The limited liability company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act. The limited liability company's business activities shall include, but not be limited to, the acquisition, disposition, leasing, management, and maintenance of real property and personal property.

## ARTICLE III - Address

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

13507 Westshire Drive  
Tampa, Florida 33618-2500

## ARTICLE IV - Duration

The period of duration for the limited liability company shall commence on the date these Articles of Organization are filed with the State of Florida, and shall thereafter be perpetual.

## ARTICLE V - Management

The limited liability company shall be managed by its members, and the names and addresses of said members are:

Eric S. Pratt, as Trustee of the  
Eric S. Pratt Revocable Trust  
5521 Van Dyke Road  
Lutz, Florida 33549

Glenn F. Emerson, as Trustee of the  
Glenn F. Emerson Revocable Trust  
13507 Westshire Drive  
Tampa, Florida 33618-2500

## ARTICLE VI - Admission of Additional Members

The members may admit additional members. An additional member may be admitted pursuant to the unanimous consent of the members in existence prior to the admission of any such additional member.

## ARTICLE VII - Members Rights To Continue Business

The remaining member or members of the limited liability company, if any, shall be entitled to 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.

## ARTICLE VIII - Ownership

The ownership of interests of the members referred to in Article V hereinabove are as follows:

Glenn F. Emerson, as Trustee of the Glenn F. Emerson Revocable Trust	50%
Eric S. Pratt, as Trustee of the Eric S. Pratt Revocable Trust	50%
	100%

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## ARTICLE IX - Affidavit of Membership and Contributions

The undersigned members of EMERSON•PRATT, L.L.C. certify that:

- a) the above-named limited liability company has two members;
- b) the total amount of cash contributed by the members is \$285.00;
- c) no property, other than cash, has been contributed by the members; and
- d) the total amount of cash and property contributed and anticipated to be contributed by the members is \$1,835.00.

**IN WITNESS WHEREOF**, the undersigned members have executed these Articles of Organization, and hereby acknowledge that, in accordance with Florida Statute §608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

By: \_\_\_\_\_

Glenn F. Emerson, as Trustee of the  
Glenn F. Emerson Revocable Trust

By: \_\_\_\_\_

Eric S. Pratt, as Trustee of the  
Eric S. Pratt Revocable Trust

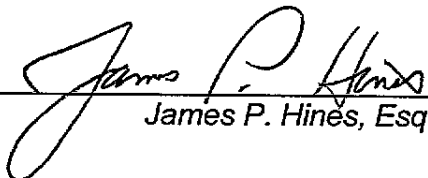
## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: EMERSON-PRATT, L.L.C.
2. The name and the Florida street address of the registered agent are:

James P. Hines, Esq.  
Hines Norman & Associates, P.L.  
315 South Hyde Park Avenue  
Tampa, Florida 33606

*Having been named as registered agent and to accept service of process for the above-named 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.*

  
\_\_\_\_\_  
James P. Hines, Esq.

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