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Ed Tribble
FL Information Associates Inc.

(Requestor's Name)

P.O. Box 11144

(Address)

Tallahassee, FL 32302-3144

(City, State, Zip)

(Phone #)

878-0188

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. R & D Advisors, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time

☐ Mail out ☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

Name
Availability
Document
Examination

Notarize
Filing
Verifying
Acknowledgement
W. P. Verifier

NEW FILINGS

	Profit
	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
	Domestication
	Other

AMENDMENTS

	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS

	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/
QUALIFICATION

	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

RICHARDS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
GRAND BAY PLAZA
2665 SOUTH BAYSHORE DRIVE
SUITE 703
MIAMI, FLORIDA 33133

CARACAS OFFICE:
TORRE LAS MERCEDES
2ND FLOOR
CHUAO-CARACAS
VENEZUELA
TEL 582-92-86-86
FAX 582-92-66-76

TELEPHONE: 305-858-9900
TELECOPIER: 305-285-0015

February 24, 1999

OF COUNSEL
MITCHELL S. POLANSKY

VIA FEDERAL EXPRESS #811282511348

Mr. Ed Tribble
Florida Information Associates
2007 West Indianhead Drive
Tallahassee, Florida 32301

Re: R&D Advisors, L.C. (the "LLC")

Dear Ed:


Pursuant to the merger of R&D Advisors, Inc. into R&D Advisors, L.C., enclosed herewith please find the following original documents:

1. Articles of Organization of R&D Advisors, L.C.;
2. Articles of Merger of R&D Advisors, Inc. into R&D Advisors, L.C.;
3. Agreement of Merger Between R&D Advisors, L.C. and R&D Advisors, Inc.;
4. Waiver of Notice of Approval of Merger;
5. Affidavit of Membership and Contributions; and
6. Certificate of Designation of Registered Agent/Registered Office.

Please file the above-referenced documents immediately upon receipt. In addition to the aforementioned, enclosed please find our firm's check number 4306 in the amount of THREE HUNDRED THIRTY SEVEN DOLLARS AND 50/100 (\$337.50), made payable directly to the Secretary of State as payment of the: (1) Filing fee (\$250.00); (2) Designation of Resident Agent fee (\$35.00); (3) and Certified copy fee (\$52.50).

Please return the certified copy to our offices via Federal Express overnight priority upon filing. Please reference the above referenced LLC as the billing reference on your invoice and on the billing reference portion of the Federal Express airbill. Thank you in advance for your assistance. Should you have any questions, please do not hesitate in contacting our office.

Sincerely,


Lazaro J. Nazco

LJN/bme

Encls.

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ARTICLES OF ORGANIZATION

OF

R&D ADVISORS, L.C.

ARTICLE I

Name

The name of this limited liability company is R&D ADVISORS, L.C. (hereinafter "the Company").

ARTICLE II

Address

The mailing address of the Company's principal office is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and terminate on December 31, 2029.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Timothy D. Richards
Richards, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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ARTICLE V

Continuation of Business

The remaining members of the Company have the right 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 Company. The business may be continued only on the affirmative vote of a majority of the then remaining members pursuant to the terms of the Company's Regulations.

ARTICLE VI

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VII

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Timothy D. Richards
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

ARTICLE VIII

Management

The Company will be managed by one (1) manager the name and address of which is as follows:

Ralph E. Desens
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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ARTICLE IX

Members Cannot Bind the Company

The Company is managed exclusively by the manager, and members have no authority to bind the Company.

ARTICLE X

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 24th day of FEBRUARY, 1999.

MEMBERS:

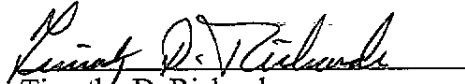

Ralph E. Desens


Eugenia Desens

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ORGANIZER

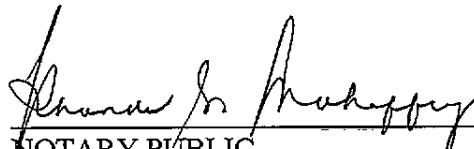
IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization
this 24th day of FEBRUARY, 1999.


Timothy D. Richards

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I **HEREBY CERTIFY** that on this day, before me, personally appeared Timothy D. Richards, who is well known to me to be the person described in and who executed these Articles of Organization as Member and Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this ____
day of _____, 1999.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Rhonda S. Mahaffey
MY COMMISSION # CC786155 EXPIRES
November 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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ARTICLES OF ORGANIZATION OF
R&D ADVISORS, L.C.

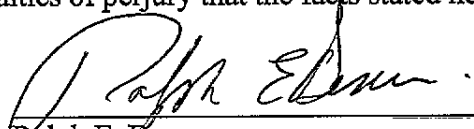
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of R&D ADVISORS, L.C., deposes and says:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is \$350.00.
3. The total amount of cash anticipated to be contributed by members is \$1,000.00. This total includes the amount from 2. above.

In accordance with § 608.408(3), Fla. Stat., this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


Ralph E. Desens

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

Pursuant to the provisions of Fla. Stat. § 608.415, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name and address of the limited liability company is:


R&D Advisors, L.C.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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

Timothy D. Richards, Esq.
Richards, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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.

Dated: FEBRUARY 21, 1999


Timothy D. Richards

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