

L99000001094

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LIMITED LIABILITY COMPANY

U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C.

Name	2/26/99
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**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE 1.  
NAME**

The name of the Limited Liability Company is:

**U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C.**

**ARTICLE II  
ADDRESS**

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

512 Washington Street  
Orlando, FL 32801

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**ARTICLE III  
PURPOSE**

The Company is organized solely to acquire fee title to, hold, own, maintain, develop, improve, operate, sell, exchange, lease, mortgage, hypothecate and otherwise use that certain real property and the improvements thereon located at 8226 Phillips Highway, Jacksonville Beach, Duval County, Florida, and any and all improvements located thereon and to receive all proceeds, rents, income and revenue of any nature derived therefrom.

**ARTICLE IV  
DURATION**

The period of duration for the Limited Liability Company shall be through and including December 31, 2049.

Prepared by: Linda Y. Kelso (FL Bar No. 298662)  
Foley & Lardner  
P.O. Box 240  
Jacksonville, FL 32202  
Telephone No. (904)359-2000  
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**ARTICLE V  
MANAGEMENT**

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

Baymeadows Business Center, L.L.C.  
512 Washington Street  
Orlando, FL 32801

and

PAMI McKESSON INC.  
3 World Financial Center  
Twelfth Floor  
New York, New York 10285  
Attention: Karen Blakely

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**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

**ARTICLE VII  
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

**ARTICLE VIII  
INDEMNIFICATION**

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by

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reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action; suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

#### ARTICLE IX RESTRICTIONS ON COMPANY ACTION

The Company shall:

(A) maintain its own separate, complete and accurate accounts, books, records and financial statements complying with generally accepted accounting principals;

(B) file its own tax returns and will not be part of a consolidated return filed by any affiliate;

(C) maintain its own separate bank accounts;

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(D) not commingle any of its money or other assets with the money or assets of any of its affiliates and will hold its assets in its own name;

(E) not guaranty or become obligated for the debts of any of its affiliates or hold out its credit as being available to satisfy the obligations of any affiliates;

(F) manage its own affairs and liabilities, including, where relevant, paying its own payroll and operating expenses;

(G) act solely in its own name, and through its own managers or officers and agents as the case may be;

(H) make decisions in respect to the business and daily operations of the Company independently and will not be directed by any of its affiliates, other than its managing members acting solely in their capacity as managing members;

(I) strictly observe all limited liability company formalities;

(J) not mortgage or pledge any of its assets for the benefit of any of its affiliates;

(K) not enter into, or be a party to, any transaction with any of its affiliates except in the ordinary course of business and on terms and conditions which are intrinsically fair and are no less favorable to it than would generally be obtained in a comparable arms' length transaction with an unrelated third party;

(L) hold itself out to the public as a separate legal entity, distinct from any other person or entity; and

(M) not have any indebtedness other than the mortgage loan from AmSouth Bank and indebtedness for trade payables incurred in the ordinary course of business.

**ARTICLE X**  
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C. certifies:

(A) the above-named limited liability company has at least one member;

(B) the total amount of cash contributed by the member(s) is \$1,710,000.00;

(C) if any, the agreed value of the property other than cash contributed by

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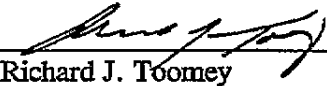
member(s) is \$ N/A;

(D) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,710,000.00

**U.S. 1 OFFICE AND DISTRIBUTION  
CENTER, L.L.C.**

By: Baymeadows Business Center, L.L.C.,  
Regular Managing Member

By: T.H.E. Group, Inc.  
Managing Member

By:   
Richard J. Toomey  
President

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**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: **U.S. 1 OFFICE AND DISTRIBUTION CENTER, L.L.C.**

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

Richard J. Toomey  
512 Washington Street  
Orlando, FL 32801

*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.*

  
Richard J. Toomey

Date: 2/26/99

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