

L99000001150

DEPARTMENT OF STATE
ACCOUNT FILINGS COVER SHEET

Account Number FCA-000000017
Reference: _____
(Sub Account)
Date: 3/1/99
Requestor Name: Carlton Fields
Address: Post Office Box 190
Tallahassee, Florida 32302
Telephone: (850) 224-1585
Contact Name: Debra Naughton (x293)
Corporation Name: J + M Capital Partners, LLC

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99 MAR - 1 PM 3: 17

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Entity Number (if applicable): _____
Authorization: Ailsa Anchetta.

- Certified Copy (1-9)
- New Filings
- Fictitious Name
- UCC'S
- Plain Stamped Copy
- Amendments
- Certificate of Status
- Annual Report
- Registration

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TALLAHASSEE, FLORIDA

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L99-1150

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Client: 38067 Matter: 47918

TAL#501656.01

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**ARTICLES OF ORGANIZATION
OF
J & M CAPITAL PARTNERS, L.L.C.**

The undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company ("Company"):

**ARTICLE I
Name**

The name of the Company is J & M Capital Partners, L.L.C.

**ARTICLE II
Duration**

The Company's existence shall begin on the effective date of filing of these Articles of Organization and shall be perpetual.

**ARTICLE III
Principal Office and Mailing Address**

The Company's principal office and mailing address is 1679 Brightwaters Boulevard, N.E., St. Petersburg, Florida 33704.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of the Company's initial registered office is One Harbour Place, 777 S. Harbour Island Boulevard, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., c/o David P. Burke, Esq.

**ARTICLE V
Organizer**

The name and address of the member of the Company executing these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Joseph E. Houlton	1679 Brightwaters Boulevard, N.E. St. Petersburg, Florida 33704

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ARTICLE VI
Management

The management of the Company shall be reserved to its members. The name and address of the managing member is as follows:

<u>Name</u>	<u>Address</u>
Joseph E. Houlton	1679 Brightwaters Boulevard, N.E. St. Petersburg, Florida 33704

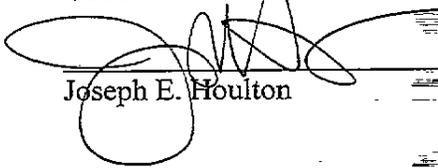
The managing member shall serve as such or until his successor is elected and qualified in accordance with the Regulations of the Company.

ARTICLE VII
Admission of Additional Members

No additional members shall be admitted to the Company except on the express written consent of all members of the Company.

Dated this 24th day of February 1999.

ORGANIZING MEMBER


Joseph E. Houlton

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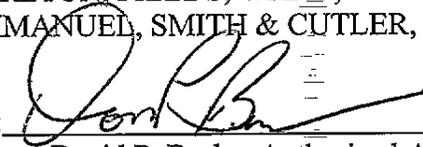
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 26th day of February 1999.

REGISTERED AGENT:

CARLTON FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.

By: 
David P. Burke, Authorized Agent

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared Joseph E. Houlton, who being by me first duly sworn, deposes and says:

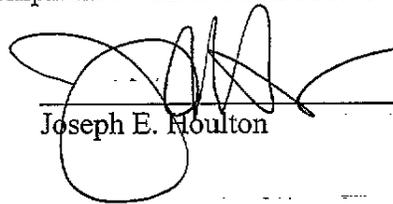
1. I am Joseph E. Houlton, the managing member of J & M Capital Partners, L.L.C., a Florida limited liability company ("Company"), and I am duly authorized to execute this affidavit on behalf of the Company.

2. The Company has at least one (1) member.

3. The amount of cash and the description and agreed value of property contributed and anticipated to be contributed by the members is as follows:

Cash: \$150,000.00
Property other than cash: \$0

4. This affidavit is made in compliance with Section 608.407(2) of the Florida Statutes.

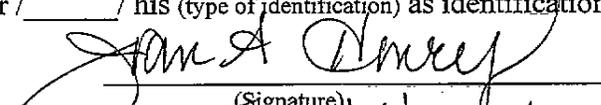


Joseph E. Houlton

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**STATE OF FLORIDA
COUNTY OF PINELLAS**

Sworn to and subscribed before me this 23rd day of February 1999, by Joseph E. Houlton. He [please check as applicable] / is personally known to me, or has produced / / his (state) driver's license, or / / his (type of identification) as identification.



(Signature)
Name: Joan A Henry

(Legibly Printed)

Serial No. _____
Notary Public,
State of _____
(AFFIX OFFICIAL SEAL)

