

L99000002027

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March 29, 1999

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1908-1978

SPECIAL TAX AND ESTATE COUNSEL

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& HOUSTON, P.A.
FRED M. CONE, JR.
FRANK J. YONG
CARL M. STEWART
CLARENCE H. HOUSTON, JR.

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: dbEmpire, L.C.

Dear Sir/Madam:

Enclosed please find original and one copy of the Affidavit and Certificate of Limited Liability Company for dbEmpire, L.C.

Please file the original of the Affidavit and Certificate and return a certified copy to us. Enclosed is our check in the amount of \$297.50 computed as follows:

Filing fee	210.00
Certified fee	52.50
Registered Agent fee	35.00

TOTAL: \$297.50

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-04/05/99-01136-008
***297.50 ***297.50

Thank you, and if anything further is needed, please let us know.

Sincerely yours,

William B. Watson, III

William B. Watson, III
Enclosures

L99-2027

Name	02 4-2
Availability	
Document	
Form	
Date	
Initiator	
Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION OF dbEmpire LLC a
LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "dbEmpire LLC."

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 3430 NW 133rd Street, Gainesville 32606.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be: Perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV — Management:

The LLC is to be managed by the members and the names and addresses of the Managing Members are:

Douglas R. Mcleod
3430 NW 133rd Street
Gainesville 32606

Ronald Lee Dearing
7078 NW 52nd Terrace
Gainesville 32653

Jaime G. Castro
3020 NW 22nd Steet
Gainesville 32605

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99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the 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 written consent.

ARTICLE VI — Members' Rights to Continue Business:

The company shall be dissolved on the death, bankruptcy, or dissolution of a member manager, or on the occurrence of any other event that terminates the continued membership of a member in the company,

unless the business of the company is continued by the consent of all the remaining members.

ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

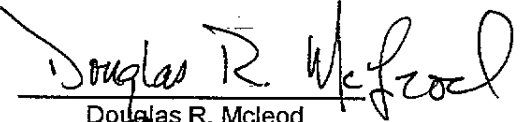
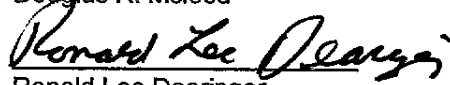
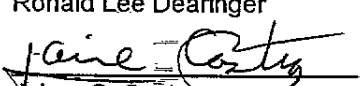
ARTICLE VIII — Affidavit of Membership and Contributions

The undersigned members of dbEmpire LLC certify:

- | | | |
|----|---|------------|
| 1) | the above named limited liability company has at least one member; | |
| 2) | the total amount of cash contributed by the member(s) is | \$1500.00 |
| 3) | if any, the agreed value of property other than cash contributed by member(s) is (A description of the property attached and made a part hereto); and | \$0 |
| 4) | the total amount of cash and property contributed and anticipated to be contributed by member(s) is | \$1500.00. |

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 1st day of April.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Douglas R. McLeod

Ronald Lee Dearing

Jaime G. Castro

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99 APR -5 PM 5:00
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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

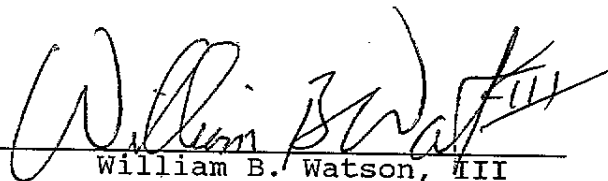
In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with said Act:

First -That dbEmpire LLC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at City of Gainesville, County of Alachua, State of Florida, has named William B. Watson, III, located at 527 East University Avenue, City of Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____


William B. Watson, III
Resident Agent

99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED