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LIMITED LIABILITY COMPANY

VINCENT FERRER, LLC

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## ARTICLES OF ORGANIZATION

OF

VINCENT FERRER, LLC  
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

### ARTICLE ONE - NAME

The name of the limited liability company shall be VINCENT FERRER, LLC (the "Company").

### ARTICLE TWO - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State. The duration of the Company is perpetual unless terminated earlier in accordance with the Regulations of the Company.

### ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office, mailing address, and street address of the Company shall be located at 3815 Silver Star Road, Orlando, Florida 32808.

### ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Company shall be located at 3815 Silver Star Road, Orlando, Florida 32808 and the initial registered agent of the Company at that address shall be MICHAEL L. SPRAGGINS, JR. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Organization.

This document was prepared by:  
Russell P. Hintze, Esq.  
Florida Bar No. 0716839  
Post Office Box 3829  
Orlando, Florida 32802-3829  
Telephone (407) 426-2360

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**ARTICLE FIVE - PURPOSES AND GENERAL POWERS**

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

**ARTICLE SIX - ADMISSION OF ADDITIONAL MEMBERS**

The Company shall admit additional Members only upon the unanimous approval of then existing Members.

**ARTICLE SEVEN - MANAGEMENT**

The management of the Company is reserved to its Members. The names and addresses of the Managing Members are as follows:

MICHAEL L. SPRAGGINS  
3815 Silver Star Road  
Orlando, Florida 32808

MICHAEL L. SPRAGGINS, JR.  
3815 Silver Star Road  
Orlando, Florida 32808

**ARTICLE EIGHT - AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE NINE - ADOPTION OF REGULATIONS**

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608 of the Florida Statutes.

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### ARTICLE TEN - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 12 day of April, 1999.

  
\_\_\_\_\_  
MICHAEL L. SPRAGGINS, JR.

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MEMBER AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF DEALING

BEFORE ME, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL L. SPRAGGINS, JR. (the "Affiant"), who after first being duly sworn, deposed, stated and certified the following:

1. That Affiant is a member of VINCENT FERRER, LLC, a to-be-formed Florida limited liability company (the "Company").
2. That the Company has at least one (1) Member.
3. That the Affiant, in connection with the filing of the Articles of Organization of the Company, hereby states and declares that to the best knowledge of Affiant, the amount of the capital contributions of the Members and the anticipated amount of the capital contributions of the Members are as follows:

<u>Member</u>	<u>Amount of Capital Contributions</u>
MICHAEL L. SPRAGGINS	\$490.00
MICHAEL L. SPRAGGINS, JR.	\$510.00


No property is being contributed.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

  
MICHAEL L. SPRAGGINS, JR.

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The foregoing instrument was acknowledged before me this 15 day of APRIL, 1999 by MICHAEL L. SPRAGGINS, JR. who is personally known to me or who did produce ELDRIDGE as identification.

  
Notary Public  
Name and Seal



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REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), Florida Statutes, the following is submitted:

VINCENT FERRER, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated MICHAEL L. SPRAGGINS, JR. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 3815 Silver Star Road, Orlando, Florida 32808.

ACCEPTANCE

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

Dated this 12 day of April, 1999.

  
\_\_\_\_\_  
MICHAEL L. SPRAGGINS, Jr. Registered Agent

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