

L99000002481

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Neptune Henderson
Management, L.C.

300002858033--7

-04/30/99--01054--011

****390.00 ****390.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy (2 copies)

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

99 APR 30 PM 1:40

99 APR 29 AM 10:50

Name	4/30/99
Availability	dec
Document Examiner	DCC
UCC 11 Search	cc
UCC 11 Search	cc
Acknowledgement	DCC
Signature	DCC

L99000002481

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF ORGANIZATION
OF
NEPTUNE HENDERSON MANAGEMENT, L.C.**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

NEPTUNE HENDERSON MANAGEMENT, L.C.

(hereafter, the "Company").

ARTICLE 2

Mailing Address and Principal Office

The mailing address of this Company and the street address of its principal office is 4922 S. Melrose Avenue, Tampa, Florida 33629.

ARTICLE 3

Duration

This Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall continue until its dissolution in accordance with these Articles of Organization or the Act.

ARTICLE 4

Management of the Company

The management of the Company is reserved to its managing member. The Company shall be managed in accordance with the regulations adopted by the members. The names and addresses of the members are:

Joel W. Brewer
4922 S. Melrose Avenue
Tampa, Florida 33629

Kenneth Grossman
4922 S. Melrose Avenue
Tampa, Florida 33629

ARTICLE 5

Additional Members

FILED
99 APR 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The members of this Company may admit additional members, but only upon the written consent of all of the members.

ARTICLE 6
Right to Continue After Dissolution

Upon the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in this Company, this Company shall be dissolved, unless the business of the Company is continued by the consent of all of the then remaining Members.

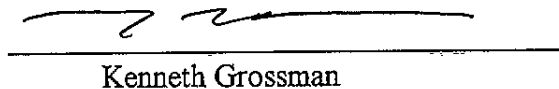
ARTICLE 7
Affidavit of Membership and Contributions

The undersigned members of Neptune Henderson Management, L.C., a Florida limited liability company (the "Company"), certifies:

1. The Company has at least two members.
2. The total amount of capital contributions of the members is \$100.00 cash.
3. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from paragraph 2 above.

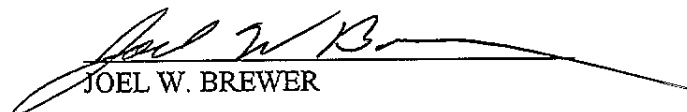
Dated this ~~27th~~ day of April, 1999.


Joel W. Brewer


Kenneth Grossman

(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.)

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this ~~27th~~ day of April, 1999.


JOEL W. BREWER

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
NEPTUNE HENDERSON MANAGEMENT, L.C.**

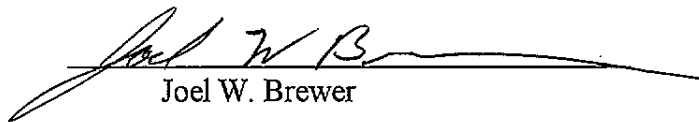
The undersigned members of Neptune Henderson Management, L.C., a Florida limited liability company (the "Company"), execute this Affidavit of Capital Contributions, filed pursuant to Section 608.407(2), Florida Statutes:


1. The Company has at least two members.
2. The total amount of capital contributions of the members is \$100.00 cash.
3. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from paragraph 2 above.

Dated this ~~24~~ day of April, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, Joel W. Brewer and Kenneth Grossman, the members of Neptune Henderson Management, L.C., a Florida limited liability company, hereby declare that they have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Joel W. Brewer


Kenneth Grossman

FILED
APR 30 PM 1:49
CLERK OF DISTRICT COURT
JAL ALFONSO, CLERK

**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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

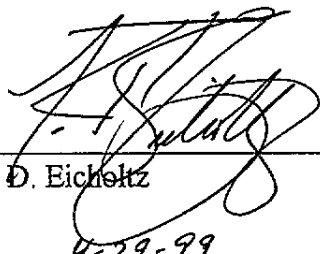
Neptune Henderson Management, L.C.

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

**Kirk D. Eicholtz
3001 N. Rocky Point Drive East
Suite 200
Tampa, Florida 33607**

FILED
99 APR 30 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Kirk D. Eicholtz

9-29-99
Date