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From: Account Name : DAVID ALLEN WEBSTER, P.A.
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LIMITED LIABILITY COMPANY

Hill & Cleeveley, L.L.C

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 11, 1999

DAVID ALLEN WEBSTER, P.A.
413 VIRGINIA DRIVE
ORLANDO, FL 32803

SUBJECT: HILL & CLEEVELEY, L.L.C.
REF: W99000005864

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000005792
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**ARTICLES OF ORGANIZATION
OF
HILL & CLEEVELEY, L.L.C.**

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be **HILL & CLEEVELEY, L.L.C.**

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall end FIFTY (50) years from the filing of these Articles of Organization with the Secretary of State of the State of Florida].

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be c/o David Allen Webster, P.A., 413 Virginia Drive, Orlando, Florida 32803.

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of this Company shall be 413 Virginia Drive, Orlando, Florida 32803 and its initial registered agent at such office shall be MOTOLAW, Inc.

**ARTICLE V
ADDITIONAL MEMBERS**

Pursuant to §608.407(1)(e), Florida Statutes, additional members may be admitted upon the approval by the then current members owning more than sixty percent (60%) of the membership interests.

Prepared by David A. Webster, Esq.
DAVID ALLEN WEBSTER, P.A.
413 Virginia Drive
Orlando, Florida 32803
Florida Bar # 291528

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**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company shall have the right to continue the Company's business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial members are as follows:

R.C. Hill II
P.O. Box 1060
Winter Park, Florida 32790

John Cleeveley
1000 Anchorage Court
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me
this 10th day of March, 1999.

Cindy Murray
Notary Public, State of Florida
Print Name: CINDY MURRAY
My Commission Expires: JAN 02 2000
Commission Number: CC 521909



CINDY MURRAY
My Commission CC521909
Expires Jan. 02, 2000

R.C. Hill II

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

HILL & CLEEVELEY, L.L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 413 Virginia Drive, Orlando, Florida 32803.

DATED this 10th day of March, 1999.

By: 

R.C. HILL

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Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 10th day of March, 1999.

MOTOLAW, INC., a Florida corporation

By: 

David A. Webster, Vice President

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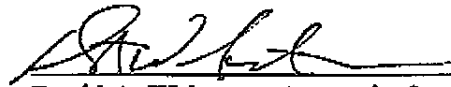
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared David A. Webster, the authorized agent for a member of Hill & Cleeveley, L.L.C. (the "Company"), pursuant to Florida Statutes Section 608.407(2) and after having been duly sworn, hereby affirms the following:

1. The Company has at least one (1) member.
 2. The actual amount of cash contributed to date of the member(s) is: \$1,000.00
 3. The agreed value of any property other than cash contributed is: \$none
 4. The total amount of cash or property anticipated to be contributed by the member(s) at this time is: \$1,000.00
- FURTHER AFFIANT SAYETH NOT.

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated 12th day of March, 1999.


David A. Webster, attorney-in-fact

The foregoing Affidavit of Membership and Contributions of Hill & Cleeveley, L.L.C., Florida limited liability company (the "Company"), was executed, acknowledged and delivered before me this 12th day of March 1999, by David A. Webster, the authorized agent of the managing member of the Company, in Orlando, Florida.

Personally known: ☒

or

Produced identification: _____

Type of identification produced: _____


Notary Public

Print Name: OLGA J. OLIVER-HAVENS

Commission Number: CC 730044

Commission Expires: 04/01/2002

[SEAL]

