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SMITH-PITTS & ASSOCIATES, PLC
ATTORNEYS AT LAW

5210 MARYLAND WAY, SUITE 201
BRENTWOOD, TENNESSEE 37027

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May 17, 1999

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

RE: MERGCO, LLC

Dear Sir or Madam:

In connection with the above-referenced limited liability company, enclosed please find the following:

- 1) Articles of Organization;
- 2) Certificate of Designation of Registered Agent/Registered Office;
- 3) Check to Florida Department of State for \$285.00; and
- 4) Return FedEx envelope to Smith-Pitts & Associates, PLC.

Please file the Articles of Organization and return same in the enclosed pre-paid FedEx envelope as soon as possible. Thank you for your assistance in this matter.

Should you have any questions, please do not hesitate to call this office collect. L99-2179

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TALLAHASSEE, FLORIDA
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Sincerely yours,

SMITH-PITTS & ASSOCIATES, PLC

Marie Wasson

Marie Wasson
Legal Assistant

Enclosures

name available

**ARTICLES OF ORGANIZATION
OF
MERGCO, LLC**

The undersigned, a member of a limited liability company under the Florida Statutes, Section 608.407, hereby adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company is **MERGCO, LLC**.

ARTICLE II

The mailing address and street address of the principal office and initial registered office of the limited liability company shall be 625 Highway 98, Suite 5A, Destin, Okaloosa County, Florida 32541. The name of the limited liability company's initial registered agent at its initial registered office is Robert Gore.

ARTICLE III

The duration of the limited liability company shall be limited to a specific term of approximately fifty (50) years, commencing from the date of the filing of these Articles of Organization and ending on December 31, 2049.

ARTICLE IV

The limited liability company is to be managed by the members. At the date and time of formation, there are two (2) members of the limited liability company. The names and addresses of the members, each of whom is a managing member, are: William E. Pitts, 5210 Maryland Way, Suite 201, Brentwood, Tennessee 37027; and Amanda G. Pitts, 5210 Maryland Way, Suite 201, Brentwood, Tennessee 37027.

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TALLAHASSEE, FLORIDA

ARTICLE V

Additional members may be admitted to the limited liability company only with the approval of all of the members.

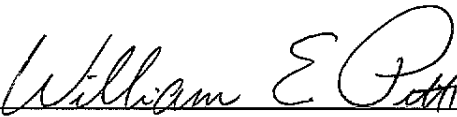
ARTICLE VI

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business may be continued only with unanimous vote of the remaining members in favor of continuation.

ARTICLE VII

The undersigned member of **MERGCO, LLC** certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$100;
- 3) if any, the agreed value of property other than cash contributed by members is \$ -0- ;
(a description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$100.



Signature of member

(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.)

William E. Pitts

Typed or printed name of signee

**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 SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MERGCO, LLC

2. The name and the Florida street address of the registered agent are:

Robert Gore

NAME

625 Highway 98, Suite 5A

Florida street address (P. O. Box NOT ACCEPTABLE)

Destin FL 32541

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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.

Robert J. Gore
SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent