

FROM HILL, WARD, HENDERSON, P.A.

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From:

Account Name : HILL, WARD & HENDERSON, P.A. II
Account Number : 072100000520
Phone : (813) 221-3900
Fax Number : (813) 221-2900

LIMITED LIABILITY COMPANY

FROST & SAUNDERSM L.L.C.

Name Availability	MJH
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the limited liability company is: FROST & SAUNDERS, L.L.C..

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

395 South Central Avenue
Bartow, Florida 33830.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

<u>Name</u>	<u>Address</u>
John W. Frost II	395 South Central Avenue Bartow, Florida 33830

ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be upon the unanimous consent of the members.

Prepared by: Stephen B. Strasko II, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 060070

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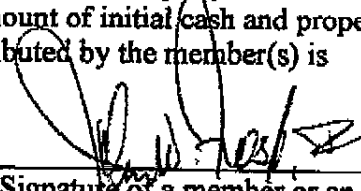
ARTICLE VI – Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a corporate or partnership member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be upon the majority consent of the remaining members.

ARTICLE VII – Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of FROST & SAUNDERS, L.L.C. certifies:

- | | |
|--|--------------|
| 1) the above named limited liability company has at least one member; | |
| 2) the total amount of initial cash contributed by the member(s) is | \$600,000.00 |
| 3) if any, the agreed value of property other than cash contributed by member(s) is: | 0.00 |
| (A description of the property is attached and made a part hereto); and | |
| 4) the total amount of initial cash and property contributed and anticipated to be contributed by the member(s) is | \$600,000.00 |



Signature of a member or an authorized representative of a 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).

John W. Frost, II

Type or printed name of signee

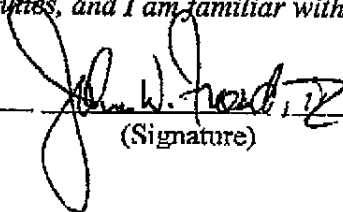
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or SECTION 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: FROST & SAUNDERS, L.L.C..
2. The name and the Florida street address of the registered agent and office are:

John W. Frost II
395 South Central Avenue
Bartow, Florida 33830

Having been named 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.


(Signature)