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ACCOUNT NO. : 072100000032

REFERENCE : 295921 81444A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 2, 1999

ORDER TIME : 1:31 PM

ORDER NO. : 295921-005

CUSTOMER NO: 81444A

CUSTOMER: Ms. Leigh Flood  
PATTERSON BOND & LATSHAW, P.A.  
PATTERSON BOND & LATSHAW, P.A.  
Suite A  
3010 S. Third Street  
Jacksonville, FL 32250

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-07/02/99--01079--007  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

DOMESTIC FILING

NAME: WATSON MANAGEMENT & CONSULTING  
COMPANY, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

7-2-99

## ARTICLES OF ORGANIZATION

OF

### WATSON MANAGEMENT & CONSULTING COMPANY, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I NAME

The name of the Limited Liability Company is WATSON MANAGEMENT & CONSULTING COMPANY, L.L.C. ("Company").

#### ARTICLE II ADDRESS AND REGISTERED AGENT

The street address of the principal office of the Limited Liability Company is  
13703 Richmond Park Drive, North #2301, Jacksonville, FL 32246

The mailing address of the principal office of the Limited Liability Company  
PMB-321, 12620-3 Beach Blvd, Jacksonville, FL 32246

The name and address of the Company's initial registered agent in the State of Florida is as follows: John H. Latshaw, Jr., Patterson, Bond & Latshaw, P. A., 3010 South Third Street, Jacksonville Beach, Florida 32250.

#### ARTICLE III DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than June 30, 2029, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### ARTICLE IV PURPOSES AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act. The purpose for which the Company is formed is to provide management consulting services and to transact any lawful business for which a limited

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liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

## **ARTICLE V MANAGEMENT**

The Limited Liability Company is to be managed by the Members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members are:

<u>NAME</u>	<u>ADDRESS</u>
John M. Watson	P. O. Box 126 Destin, FL 32540-0126
Roger Hietbrink	PMB-321 12620-3 Beach Blvd., 32246 13703 Richmond Park Drive North, #2301 Jacksonville, FL 32224

## **ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS AND TRANSFERABILITY OF INTERESTS**

No additional members shall be admitted to the Company except with the written consent of all of the members of the Company and upon such terms and conditions as shall be determined by the members. Additional members may be admitted to the Company as members and membership interests may be created and issued to these members upon the approval of holders of a majority in interest of the remaining members entitled to vote. A member may transfer his or her interest in the Company as set forth in agreements of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a majority of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed management by transferee by unanimous written consent.

## **ARTICLE VII MEMBERS RIGHTS TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

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(b) the unanimous consent of all the Company's members; and  
(c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members or by a minority in interest with the consent of the remaining members, provided there is least one (1) remaining member.

### ARTICLE VIII CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property, set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
John M. Watson	\$800.00
Roger Hietbrink	\$100.00
Lucinda Hietbrink	\$100.00

### ARTICLE IX ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in agreements adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

### ARTICLE X AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WATSON MANAGEMENT & CONSULTING COMPANY, L.L.C. deposes and says:

- 1) the above named limited liability company has three members.
  - 2) the total amount of cash contributed by the members is \$1,000.00
  - 3) if any, the agreed value of property other than cash contributed by members is N/A
  - 4) the total amount of cash or property anticipated to be contributed by members is \$1,000.00
- This total includes amounts from 2 and 3 above.



John M. Watson, Authorized Member

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STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Affidavit of Membership and Contributions was acknowledged before me this 29th day of June, 1999, by John M. Watson. He is personally known to me or has produced as identification.



*John H. Latshaw, Jr.*  
Notary Public, State of Florida

My commission expires: *June 15, 2002*

IN WITNESS WHEREOF, the following members have executed these Articles of Organization on this 29th day of June, 1999.

*John M. Watson*  
John M. Watson

*Roger Hietbrink*  
Roger Hietbrink

*Lucinda Hietbrink*  
Lucinda Hietbrink

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me personally appeared John M. Watson, Roger Hietbrink and Lucinda Hietbrink, who are known to me to be the persons who executed the foregoing Articles of Organization on behalf of Watson Management & Consulting Company, L.L.C.



*John H. Latshaw, Jr.*  
Notary Public, State of Florida

My commission expires: *June 15, 2002*

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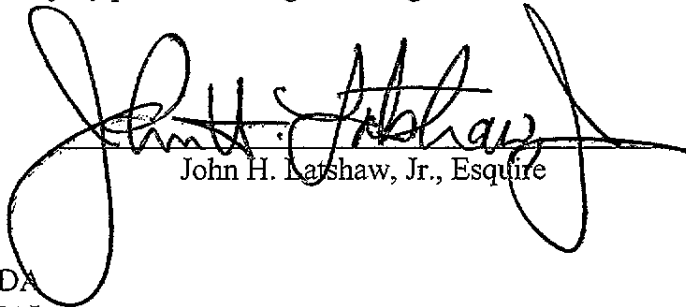
**CERTIFICATE OF DESIGNATION OF  
REGISTERED OFFICE AND AGENT**

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: WATSON MANAGEMENT & CONSULTING COMPANY, L.L.C.
2. The name and the Florida street address of the registered agent are:

John H. Latshaw, Jr.  
Patterson, Bond & Latshaw, P.A.  
3010 South Third Street  
Jacksonville Beach, Florida 32250.

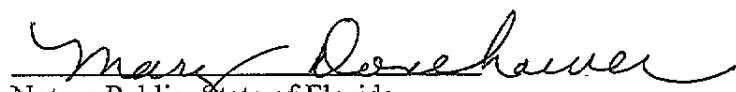
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, I am familiar with and accept the obligations of my position as registered agent.*

  
John H. Latshaw, Jr., Esquire

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COUNTY OF DUVAL

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 29th day of June, 1999, by John H. Latshaw, Jr. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida  
My commission expires:

