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ACCOUNT NO. : 072100000032

REFERENCE : 297189 85036A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 337.00

ORDER DATE : July 6, 1999

ORDER TIME : 11:21 AM

ORDER NO. : 297189-010

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CUSTOMER NO: 85036A

CUSTOMER: Robert A. Forlizzo, Esq  
FORLIZZO & NEAL  
FORLIZZO & NEAL  
Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 33762

DOMESTIC FILING

NAME: PRIMS HOLDINGS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
    CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>
Availability	<u>C</u>
Document	
Examiner	CONTACT PERSON: Ta-tanisha Green
Updater	CCC
Updater	
Verifier	
Acknowledgement	CCC
P. Verifier	CCC

CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

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TALL SHEET, 11/10/99

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**ARTICLES OF ORGANIZATION**  
**OF**  
**PRIMS HOLDINGS, L.C.**

The undersigned Member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I.**  
**NAME OF COMPANY**

The name of the limited liability company is PRIMS HOLDINGS, L.C. (the "Company").

**ARTICLE II.**  
**MAILING ADDRESS OF COMPANY**

The mailing address of the Company shall be 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 33762.

**ARTICLE III.**  
**PERIOD OF DURATION**

The Company's period of duration shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and be perpetual thereafter.

**ARTICLE IV.**  
**REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 33762. The name and address of the Company's initial registered agent in the State of Florida is as follows: Robert A. Forlizzo, 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 33762.

**ARTICLE V.**  
**NO ADDITIONAL MEMBERS**

Additional persons may not be admitted to the Company as Members without the approval of all Members.

**ARTICLE VI.**  
**DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the occurrence of the following: The death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event

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which terminates the membership of a Member in the Company, unless within ninety (90) days after such event Members owning a majority in interest of the Company agree in writing to continue the business of the Company.

## ARTICLE VII. MANAGEMENT

The Company will be managed by one (1) Manager in accordance with the Company's Operating Agreement and Regulations. The name and business address of the sole initial Manager who shall serve until the first annual meeting of Members or until its successor(s) is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. FORLIZZO	13577 Feather Sound Drive, Suite 300 Clearwater, FL 33762

## ARTICLE VIII. PURPOSE

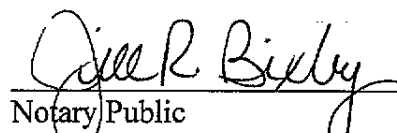
The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following Member has executed these Articles of Organization on this 1<sup>st</sup> day of July, 1999.

  
ROBERT A. FORLIZZO

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of July, 1999, by ROBERT A. FORLIZZO, Member. He is personally known to me.

  
Notary Public  
State of Florida  
My Commission Expires:

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned, ROBERT A. FORLIZZO, Member of PRIMS HOLDINGS, L.C., a Florida limited liability company, deposes and says:

1. The above-named limited liability company has four (4) members.
2. The total amount of cash contributed by the Members is: Four Hundred and no/100 Dollars (\$400.00).
3. If any, the agreed value of property, other than cash, contributed by Members is: -0-.
4. The total amount of cash or property anticipated to be contributed by Members is: Four Hundred and no/100 Dollars (\$400.00).

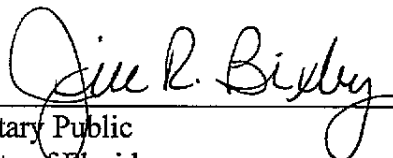
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
ROBERT A. FORLIZZO

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

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The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of July, 1999, by ROBERT A. FORLIZZO, Member. He is personally known to me.

  
Notary Public  
State of Florida  
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA  
JILL R. BIXBY  
COMMISSION # CC694112  
EXPIRES 12/22/2000  
BONDED THRU ASA 1-888-NOTARY1

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PRIMS HOLDINGS, L.C.

2. The name and address of the Registered Agent and Office is:

ROBERT A. FORLIZZO  
13577 Feather Sound Drive, Suite 300  
Clearwater, FL 33762

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 A. FORLIZZO

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