



THE UNITED STATES CORPORATION COMPANY

L99000004109

ACCOUNT NO. : 072100000032

REFERENCE : 300177 4329479

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pizant*

ORDER DATE : July 8, 1999

ORDER TIME : 11:27 AM

ORDER NO. : 300177-005

CUSTOMER NO: 4329479

600002926496--1

CUSTOMER: Alexandra Jensen, Legal Asst  
BAKER & HOSTETLER  
BAKER & HOSTETLER  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WELBRO INVESTMENT AND DEVELOPMENT, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**Articles of Organization**  
of  
**WELBRO INVESTMENT AND DEVELOPMENT, LLC**

**ARTICLE I**

Name and Duration

The name of this Limited Liability Company is Welbro Investment and Development, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization shall be perpetual.

**ARTICLE II**

Principal Office

The mailing address and street address of the principal office of the Company is 800 Trafalgar Court, Suite 200, Maitland, Florida 32751, or such other place as the Members of the Company may determine from time to time.

**ARTICLE III**

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 800 Trafalgar Court, Suite 200, Maitland, Florida 32751. The name of the registered agent at such address is Gary E. Brown.

**ARTICLE IV**

Initial Member

The name and address of the initial member of the Company (the "Member") are

Gary E. Brown  
800 Trafalgar Court, Suite 200  
Maitland, Florida 32751

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**ARTICLE V**

Management

The management of the Company shall be reserved to the members. The initial managing member shall be Gary E. Brown, Managing Member, to serve until the first annual meeting of the Members. The address of the initial Managing Member shall be 800 Trafalgar Court, Suite 200, Maitland, Florida 32751. The Members shall elect, by a majority in interest of the Members, managers of the Company to conduct the business affairs of the Company, in accordance with the Regulations.

**ARTICLE VI**

Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the majority in interest of the members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

**ARTICLE VII**

Continuation of Business

The remaining members of the Company shall have the right to continue the business on 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 Company.


DATED as of the 2<sup>nd</sup> day of July, 1999.

  
\_\_\_\_\_  
Gary E. Brown, Managing Member

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STATE OF FLORIDA        )  
                                  ) SS.  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 02 day of July, 1999, by Gary E. Brown as Managing Member of the Company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Elbin Guzman  
My Commission CC845813  
Expires June 13, 2003

(Notary Signature)

(NOTARY SEAL)

ELBIN GUZMAN  
(Notary Name Printed)  
NOTARY PUBLIC

Commission No. CC 845813

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Welbro Investment and Development, LLC 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 Welbro Investment and Development, LLC.
2. The name and address of the registered agent and office is: 800 Trafalgar Court, Suite 200, Maitland, Florida 32751.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: July 2, 1999.

  
\_\_\_\_\_  
Gary E. Brown

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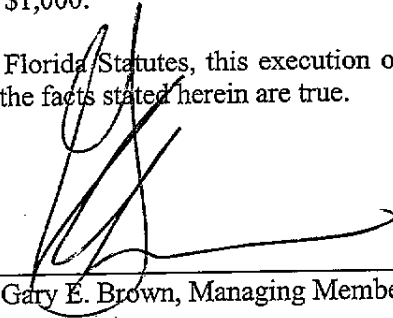
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Welbro Investment and Development, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$1,000.00.
3. No property of value, real or personal, other than cash, will be contributed by the member.
4. The total amount of additional cash or property anticipated to be contributed by the member is \$0.
5. The total amount of 2, 3 and 4 is \$1,000.

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

Dated: July 2, 1999.

  
\_\_\_\_\_  
Gary E. Brown, Managing Member

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