

L99000004138

TRANSMITTAL LETTER

Department of State
LLC Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Marketing Consultants, L.L.C.
ADVISORS, L.L.C.

Enclosed is an original and one (1) copy of the articles of organization for the above LLC, Statement Designating Registered Agent and Office, Affidavit Under Florida Statute 608.42 and a check for:

Filing Fee \$285; and Registered Agent Designation \$35.00;

W99-14214

Check total

\$320.00
200002904072--0
-06/14/99-01133-006
****320.00 ****320.00

FROM: Thomas J. Davis, Jr., Attorney at Law
4575 Via Royale, Suite 206
Ft. Myers, FL 33919
(941)9393077

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99 JUL -9 PM 3:37
TALLAHASSEE FLORIDA
7/9

NOTE: Please provide the original and one copy of the articles.



COPY

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 17, 1999

THOMAS J. DAVIS, JR., ATTORNEY AT LAW
4575 VIA ROYALE, SUITE 206
FT. MYERS, FL 33919

SUBJECT: MARKETING CONSULTANTS, L.L.C.
Ref. Number: W99000014214

We have received your document for MARKETING CONSULTANTS, L.L.C. and your check(s) totaling \$320.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

There is an addition error in your affidavit: although you list \$1,000 in cash contributed, your total in line 4 is "\$.O." Please correct the affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 699A00032646

TRANSMITTAL LETTER

Department of State
LLC Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Marketing Advisors, L.L.C. (formerly Marketing Consultants, L.L.C.)

Enclosed is an original and one (1) copy of the amended Articles of Organization for the above LLC, Statement Designating Registered Agent and Office and Affidavit Under Florida Statute 608.42.

The I.R.S. would not issue and EIN number for the name of Marketing Consultants, L.L.C., thus the name change on the Articles.

You are holding our check for (see copy of letter attached):

Filing Fee \$285; and Registered Agent Designation \$35.00;

Check total \$320.00

FROM: Thomas J. Davis, Jr., Attorney at Law
4575 Via Royale, Suite 206
Ft. Myers, FL 33919
(941)939-3077

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION OF MARKETING ADVISORS, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Marketing Advisors, L. L. C. Its principal office shall be located at 1401 Kimdale Street, Lehigh Acres, FL 33936, County of Lee, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the LLC is the same.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

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TALLAHASSEE, FLORIDA

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or

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CLERK OF THE COURT
STATE OF FLORIDA

going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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TALLAHASSEE FLORIDA

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Darrel W. Keuck, 6837 Montreal Place,
Scottsdale, Arizona 85254

Fred J. Anderson, Trustee of the Marketing Advisors
Business Trust U/A dated 9/1/98 @ 1401 Kimdale St./ Lehigh Acres FL 33936

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for

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TALLAHASSEE

investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the following distribution share:

| | |
|--|---------------------------|
| Darrel W. Keuck | 1 membership unit (1%) |
| Fred J. Anderson, Trustee of the Marketing Consultants Business Trust U/A dated 9/1/98 | 99 membership units (99%) |

The distributive share of the profits shall be determined and paid to the members as of the last day of each year of business of the limited liability company.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in equal shares the same percentage as set forth in paragraph (a) for profit sharing.

ARTICLE VIII

DURATION

This limited liability company shall exist until December 31, 2099, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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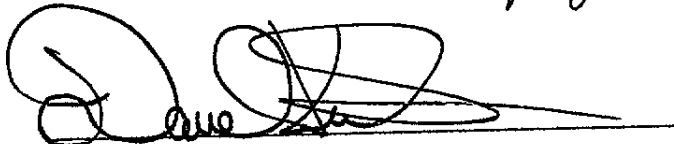
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

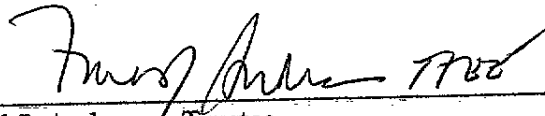
The address of the initial registered office of the limited liability company is 4575 Via Royale, Suite 206, City of Ft. Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Thomas J. Davis, Jr., Attorney at Law.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Marketing Advisors, L.L.C.

Executed by the undersigned at Lee County, Florida on the 2nd day of July, 1999.



Darrel W. Keuck



Fred J. Anderson, Trustee
of the Marketing Consultants
Business Trust U/A dated 9/1/98

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TALLAHASSEE FLORIDA

**AFFIDAVIT UNDER FLORIDA
STATUTE 608.42**

This AFFIDAVIT is made to meet the requirements of Florida Statute 608.407 (2). It is made by Fred J. Anderson, Trustee of the Marketing Consultants Business Trust U/A dated 9/1/98 a member of Marketing Advisors, L.L.C., who deposes and says:

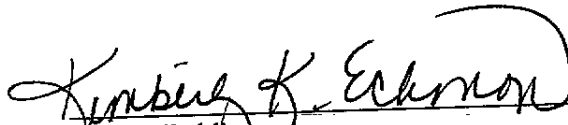
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by the members is
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000. This total includes the amounts from 2 and 3 above.


Fred J. Anderson, Trustee

The foregoing instrument was acknowledged before me this 2nd day of July, 1999,
by Fred J. Anderson, on behalf of Marketing Advisors, L.L.C., a limited liability company. He is
personally known to me or has produced _____ as identification.



KIMBERLY K ECKMAN
My Commission CC609508
Expires Nov. 13, 1999


Notary Public

**STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE**

State of Florida)
County of Lee)

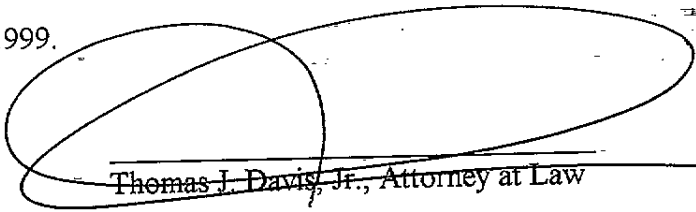
Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Marketing Advisors, L.L.C.

The name of the registered agent for Marketing Advisors, L.L.C. is Thomas J. Davis, Jr., Attorney at Law, and the street address of the company's principal office where the agent is located is 4575 Via Royale, Suite 206, Ft. Myers, Florida 33919.

This statement is to acknowledge that, as indicated above, Marketing Advisors, L.L.C. has appointed me, Thomas J. Davis, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

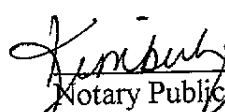
Dated the 30th day of June, 1999.


Thomas J. Davis, Jr., Attorney at Law

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by Thomas J. Davis, Jr., agent on behalf of Marketing Advisors, L.L.C., a limited liability company and is personally known to me.



KIMBERLY K ECKMAN
My Commission CC609508
Expires Nov. 13, 1999


Notary Public

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CLERK OF DISTRICT COURT
STATE OF FLORIDA