



THE UNITED STATES  
CORPORATION  
COMPANY

L99000004359

ACCOUNT NO. : 072100000032

REFERENCE : 309884 95306A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 16, 1999

ORDER TIME : 12:37 PM

ORDER NO. : 309884-005

CUSTOMER NO: 95306A

CUSTOMER: Ms. Joyce C. Marksbury  
LEE & BURCHETT, P.A.  
LEE & BURCHETT, P.A.  
2014 Fourth Street

Sarasota, FL 34237

500002933845--1

-07/16/99--01099--006

\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: SUBURBAN HOLDING COMPANY,  
L.L.C. OF SARASOTA

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: Jeanine Reynolds

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

FILED  
99 JUL 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL 16 PM 1:41

RECEIVED

W99-16467



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 16, 1999

CSC

SUBJECT: SUBURBAN HOLDING COMPANY, L.L.C. OF SARASOTA  
Ref. Number: W99000016467

We have received your document for SUBURBAN HOLDING COMPANY, L.L.C. OF SARASOTA and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 799A00036761

**RESUBMIT**  
Please give original  
submission date as file date.

FILED  
99 JUL 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

59 JUL 19 PM 12:29

RECEIVED

## ARTICLES OF ORGANIZATION

OF

359011  
SUBURBAN HOLDING COMPANY, L.L.C. of Sarasota

a Florida Limited Liability Company

### ARTICLE I NAME

The name of this Limited Liability Company is, SUBURBAN HOLDING COMPANY L.L.C. of Sarasota (the "Company").

### ARTICLE II PURPOSE

#### ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Company is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the assets of any other business entity and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or

FILED  
99 JUL 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time, with all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

### ARTICLE III ADDRESS

The mailing and street address of the Company's principal place of business is 2129 Linwood Drive, Sarasota, Florida 34232. Mailing address: P.O. Box 7995, Sarasota, Florida, 34278.

### ARTICLE IV DURATION

The Company's existence shall commence on the date of filing and shall have perpetual existence until it is dissolved and its affairs wound up in accordance with Chapter 608, Fla. Stat., and the Regulations of the Company.

### ARTICLE V MANAGEMENT

The Company shall be managed by a board of management elected by the members of the Company in accordance with the Regulations of the Company. The members of the board of management, until the first annual meeting of members or the election and qualification of his successor or successors shall be:

Samuel S. Erb	2129 Linwood Drive	Sarasota, Florida 34232
Sara Ann Erb	2129 Linwood Drive	Sarasota, Florida 34232

### ARTICLE VI MEMBERS

The names and address of the initial members are as follows:

Samuel S. Erb	2129 Linwood Drive	Sarasota, Florida 34232
Sara Ann Erb	2129 Linwood Drive	Sarasota, Florida 34232

FILED  
99 JUL 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Stacy Renee Erb 2129 Linwood Drive  
Stephanie Lynn Erb 2129 Linwood Drive

Sarasota, Florida 34232  
Sarasota, Florida 34232

## ARTICLE VII ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

## ARTICLE VIII CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION AND MEMBER VOTING

A. Initial Contributions. The total amount of cash or property to be initially contributed by the members of the Company is as follows:

<u>Name</u>	<u>Percentage</u>
Samuel S. Erb	49%
Sara Ann Erb	49%
Stacy Renee Erb	1%
Stephanie Lynn Erb	1%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

## ARTICLE IX ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

FILED  
99 JUL 16 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE X  
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

**ARTICLE XI  
INDEMNITY OF MANAGERS AND OFFICERS**

Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee, or another limited liability company, corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Company, shall be indemnified by the Company against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such manager, managing member, officer, or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any manager, managing member, officer, or employee may be entitled apart from the provisions of this Section, specifically, but not exclusively, in this regard the provisions of Section 608.4363 Fla. Stat., as the same may be amended from time to time, shall apply.

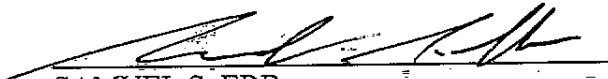
**ARTICLE XII  
INITIAL ADDRESS OF REGISTERED OFFICE  
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 2129 Linwood Drive, Sarasota, Florida 34232. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as SAMUEL S. ERB. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

**THESE ARTICLES OF ORGANIZATION** have been executed by the undersigned member or authorized representative of the member this 30 day of June, 1999.

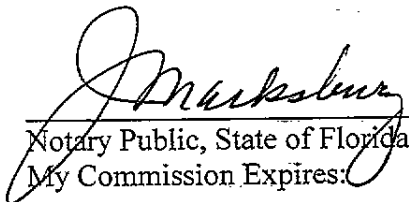
AUTHORIZED REPRESENTATIVE

  
SAMUEL S. ERB

STATE OF FLORIDA     )  
COUNTY OF SARASOTA   )

The foregoing instrument was acknowledged before me this 30 day of June, 1998, by SAMUEL S. ERB, as Authorized Representative of SUBURBAN HOLDING COMPANY, L.L.C. of Sarasota, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

  
Notary Public, State of Florida  
My Commission Expires:



Joyce C. Marksberry  
MY COMMISSION # CC543688 EXPIRES  
April 2, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

99 JUL 16 PM 3:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

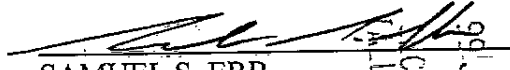
## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED MEMBER or authorized representative of a member of  
SUBURBAN HOLDING COMPANY, L.L.C., of Sarasota, deposes and says:

1. That the above-named limited liability company has at least two (2) members.
2. That the total amount of cash contributed by the members is \$ 5,000.00.
3. The total amount of property contributed by members is \$ 97,000.00.  
Real estate
4. That the total amount of cash or property anticipated to be contributed by members  
is \$ 102,000.00. This total includes amounts from paragraph 2 above.
5. That he is the authorized representative of a member of SUBURBAN HOLDING

COMPANY, L.L.C., of Sarasota.

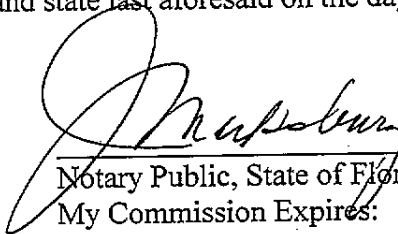
Further Affiant sayeth naught.

  
SAMUEL S. ERB  
Affiant

STATE OF FLORIDA     )  
COUNTY OF SARASOTA   )

The foregoing instrument was acknowledged before me this 30 day of  
June, 1999, by SAMUEL S. ERB, who is personally known to me, or  
produced dr. license as identification.

Witness my hand and official seal in the county and state last aforesaid on the day and year  
first written above.

  
Notary Public, State of Florida  
My Commission Expires:



Joyce C. Marksbury  
MY COMMISSION # 00543888 EXPIRES  
April 2, 2000  
BONDED THRU TROY PAUL INSURANCE, INC

FILED  
99 JUL 16 PM 3:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA




## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby state that he is familiar with, and accepts the obligations or his position as Registered Agent and designates as his location for service of process as:

Samuel S. Erb  
P.O. Box 7995  
Sarasota, Florida 34278

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)  
SAMUEL S. ERB

FILED  
99 JUL 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA