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CURTIS N. FLAJOLE
PATRICIA A. LADAN
SALLY R. MURRAY

July 19, 1999

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

400002937124--8
-07/21/99--01014--002
***285.00 ***285.00

Re: BRENTWOOD CAPITAL, LLC

Dear Sir or Madam:

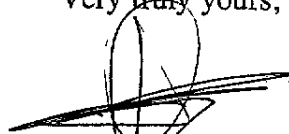
Enclosed please find:

1. **Original and copy** of Articles of Organization for Brentwood Capital, LLC;
2. **Original** Certificate of Designation of Registered Agent/Registered Office;
3. **Original** Affidavit of Membership and Contribution; and
4. Check payable to Secretary of State in the amount of \$285.00.

Enclosed is a prepaid, self-addressed envelope for the return of a certified copy of the Articles of Organization.

Please call the undersigned collect should you have any questions. Thank you for your assistance in this regard.

Very truly yours,



Yolanda Cortijo
Secretary/Robert B. White, Jr

Enclosures

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DIVISION OF CORPORATIONS
99 JUL 21 PM 2:45

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**ARTICLES OF ORGANIZATION FOR
BRENTWOOD CAPITAL, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
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ARTICLE I - Name:

The name of the Limited Liability Company is:

BRENTWOOD CAPITAL, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

501 South New York Avenue
Winter Park, Florida 32789

ARTICLE III - Duration:

The period of duration of the Limited Liability Company shall be fifty years from its date of formation.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members, and the names and addresses of the initial members are:

- (1) Compliance Construction Corp.
501 S. New York Avenue
Winter Park, Florida 32789
- (2) REI Capital, LLC, a Tennessee limited liability company
6012 Johnson Chapel Road
Brentwood, Tennessee 37027-5724

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted upon the unanimous affirmative vote of the existing members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be:

The surviving members, provided there are at least two, may continue the business of the limited liability company.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 16th day of July, 1999.

COMPLIANCE CONSTRUCTION CORP.
a Florida corporation

By: [Signature]
ROBERT P. HOLD
Its: President

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of July, 1999 by Robert P. Hold as as the President of Compliance Construction Corp., who is [☒] personally known to me or [☐] who has produced _____ as identification and who did not take an oath.

NOTARY PUBLIC:

Sign [Signature]

Print Lou Ann V. Horton

State of Florida at Large

My Commission Expires:

7-22-99

(SEAL)



LOU ANN V. HORTON
My Commission CC474806
Expires Jul. 22, 1999
Bonded by HAI
800-422-1555

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.425, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

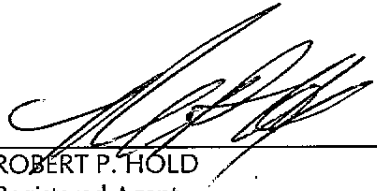
1. The name of the corporation is:

BRENTWOOD CAPITAL, LLC

2. The name and address of the registered agent and office is:

Robert P. Hold
501 South New York Avenue
Winter Park, Florida 32789

Having been named as registered agent and to accept service of process for the above-stated corporation 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 P. HOLD
Registered Agent

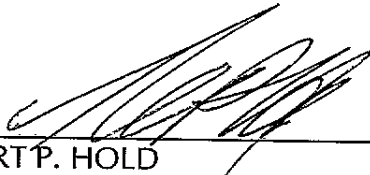
DATED: July 16, 1999

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member of BRENTWOOD CAPITAL, LLC deposes and says:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$50,000.00.
3. The total amount of cash anticipated to be contributed by the members is \$50,000.00. This total includes amounts from section 2 above.



ROBERT P. HOLD

STATE OF FLORIDA]
]
COUNTY OF ORANGE]

BEFORE ME, the undersigned authority, personally appeared ROBERT P. HOLD, who stated that he had executed the foregoing Affidavit and stated that the facts stated herein are true and correct.

Dated this 16th day of July, 1999.

NOTARY PUBLIC:

Sign Lou Ann V. Horton

Print Lou Ann V. Horton

State of Florida at Large

My Commission Expires:

7-22-99

(SEAL)



LOU ANN V HORTON
My Commission CC474806
Expires Jul. 22, 1999
Bonded by HAI
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SECRETARY OF STATE
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