

McGILL GRIFFIN

ADMIRALTY AND AVIATION INJURY ATTORNEYS

GERALD A. MCGILL

ADMITTED IN ALABAMA
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JOHN KEVIN GRIFFIN

ADMITTED IN FLORIDA

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October 1, 1999

REPLY TO: PENSACOLA

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

RE: McGill Griffin LLC

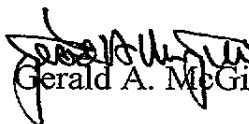
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***133.75 ***130.00

Gentlemen:

I have enclosed an original and one copy of Articles of Organization for the limited liability corporation known as McGill Griffin LLC. Please file the original of the Articles of Organization, and certify the extra copy which is enclosed. Please return the certified copy to us in the self-addressed, stamped envelope. Our fee payable to the Florida Department of State is enclosed.

Thank you for your kind assistance in this regard.

Sincerely,


Gerald A. McGill

GAM/kw
Enclosures

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OCT -1, PM 5:09
L99-6429

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ARTICLES OF ORGANIZATION

OF

McGILL GRIFFIN LLC

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.

NAME

The name of the Professional Limited Liability Company shall be **McGILL GRIFFIN LLC**

ARTICLE II.

DURATION; EFFECTIVE DATE

This Professional Limited Liability Company shall exist in perpetuity commencing as of the later of October 1, 1999 or the date on which these Articles of Organization are filed with the State of Florida Department of State.

ARTICLE III.

ADDRESS; PRINCIPAL OFFICE

The mailing address of the Professional Limited Liability Company and the street of the principal office of the Professional Limited Liability Company is 715 South Palafox Street, Pensacola, Florida 32501; mailing address is Post Office Box 1030, Pensacola, Florida 32595-1030.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Professional Limited Liability Company is 715 South Palafox Street, Pensacola, Florida 32501, and the name of its initial registered agent at such address is John Kevin Griffin.

FILED
OCT-4 PM 5:08
CLERK OF CIRCUIT COURT
PENSACOLA, FLORIDA

FILED
20 OCT -11 PM 5:00
CLERK OF DISTRICT COURT
STATE OF FLORIDA

**ARTICLE V.
PURPOSE**

This Professional Limited Liability Company is organized for the following purposes:

A. To engage in every aspect of the practice of law and the performance of services ancillary thereto.

B. To render professional services in connection with the practice of law by and through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

C. To invest its funds in real estate, mortgages, stocks, bonds, and any other types of investments permitted by law.

D. To own real and personal property necessary for the rendering of professional services authorized under these Articles of Organization.

E. To engage in no other business.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the above-described purposes, either alone or in association with others, including matters incidental or pertaining to, or connected with such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

**ARTICLE VI.
RESTRICTIONS ON MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS**

Individual members must be licensed to practice law in the State of Florida. The shareholders of any member that is a professional service corporation and the members of any member that is a professional limited liability company and individual partners or the shareholders of any professional service corporation partner or a partnership that is a member must each be licensed to practice law in the State of Florida. Existing members shall have the right to admit new members by consent of members representing sixty percent (60%) of the ownership interests in the Professional Limited Liability Company. Contributions required of new members shall be determined as of

the time of admission to the Professional Limited Liability Company in accordance with the Regulations.

A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice law in the State of Florida, with written consent of members representing sixty percent (60%) of the ownership interests in the Professional Limited Liability Company and otherwise in accordance with the Regulations of this Professional Limited Liability Company.

ARTICLE VII. CONTINUATION

Upon 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 Professional Limited Liability Company, the remaining members shall have the right to continue the business upon written consent of such remaining members representing sixty percent (60%) of the ownership interests in the Professional Limited Liability Company.

ARTICLE VIII. MANAGEMENT

Management of the Professional Limited Liability Company is reserved to its members and the names and addresses of the initial members are as follows:

Gerald A. McGill, 715 S. Palafox Street, Pensacola, FL 32501

John K. Griffin, 715 S. Palafox Street, Pensacola, FL 32501

ARTICLE IX. OPERATING AGREEMENT

The members of the Professional Limited Liability Company shall have the power to adopt, alter, amend, or repeal the OPERATING AGREEMENT which may contain any provisions for the regulation and management of the affairs of the Professional Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE X.
AMENDMENT**

These Articles of Organization may be amended by a vote of members representing sixty percent (60%) of the ownership interests in the Professional Limited Liability Company.

The undersigned, being one of the initial members of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of **McGILL GRIFFIN LLC**

Executed by the undersigned this 1st day of October, 1999.




Gerald A. McGill

FILED
OCT-4 PM 5:00
SECRETARY OF STATE
ALABAMA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Professional Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 15th day of October, 1999.


John K. Griffin, REGISTERED AGENT

FILED
99 OCT -4 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA