

L99000006729



ACCOUNT NO. : 072100000032

REFERENCE : 410525 7113701

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ 125.00

10/13

ORDER DATE : October 13, 1999

ORDER TIME : 12:07 PM

ORDER NO. : 410525-005

000003013700--4

CUSTOMER NO: 7113701

CUSTOMER: William E. Doyle, Esq
WILLIAM E. DOYLE, P.A.
WILLIAM E. DOYLE, P.A.
Suite 201
2002 Southside Boulevard
Jacksonville, FL 32216

W99-23613

DOMESTIC FILING

NAME: AMERICAN ACCESS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

MJH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 13 PM 3:23

RECEIVED
99 OCT 13 PM 1:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 13, 1999

CSC
ATTN; JEANINE REYNOLDS

SUBJECT: AMERICAN ACCESS, L.C.
Ref. Number: W99000023613

RESUBMIT

Please give original
submission date as file date.

We have received your document for AMERICAN ACCESS, L.C. and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 699A00049459

RECEIVED
99 OCT 14 PM 12:52
DIVISION OF CORPORATIONS
P.O. ANNOUNCE FLORIDA

ARTICLES OF ORGANIZATION
OF
AMERICAN ACCESS, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 13 PM 3:23

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 of Organization 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 **AMERICAN ACCESS, L.C.**, and its principal office shall be located at 2121 Corporate Square Blvd, Suite 152, City of Jacksonville, County of Duval, State of Florida 32216, 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 shall be the same as the principal office address.

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.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 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 and 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 majority vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

The limited liability company shall be managed by its one (1) manager, David B. Leedy, 3101 Southern Hills Circle West, Jacksonville, Florida 32225.

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

Jackson Family Enterprises, LP, a California limited partnership, 15910 Venture Blvd., Suite 800, Encino, California 91436-2610

David B. Leedy, 3101 Southern Hills Circle West, Jacksonville, Florida 32225.

Robert J. Bertrand, Jr., 5094 Winchester Drive, South, Jacksonville, Florida 32217.

Elizabeth Cleary, 112 Cypress Landing, Jacksonville, Florida 32259.

ARTICLE V **MEMBER RESTRICTIONS**

Members shall have the right to admit new members by majority 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 majority 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 majority consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$265,000.00 cash shall be paid to the limited liability company. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members.

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 a percentage of the distributive share of the profits as follows:

- | | | |
|------|--|-----|
| i. | Jackson Family Enterprises, LP
A California Limited Partnership | 90% |
| ii. | David B. Leedy | 8% |
| iii. | Robert J. Bertrand, Jr. | 1% |
| iv. | Elizabeth Cleary | 1% |

The distributive share of the profits shall be determined and paid to all the members each year quarterly from the date of the commencement of business of the limited liability company, or as otherwise consented to by a majority of the members.

(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 on the basis of each members' relative capital account.

ARTICLE VIII

DURATION

The period of duration for the limited liability company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State, or as the case may be, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

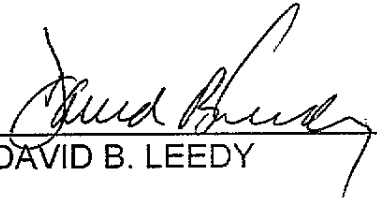
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2002 Southside Blvd., Suite 201, Jacksonville, Duval County, Florida 32216, and the name of the company's initial registered agent at that address is William E. Doyle, P.A.

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

Executed by the undersigned at 2002 Southside Blvd., Suite 201, Jacksonville,
Florida 32216 this 12th day of October, 1999.




DAVID B. LEEDY

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of
October, 1999, by David B. Leedy, who is personally known to me or produced
FL Drivers licence L 300-112-43-084-D as identification and who did or did not take
an oath.

NOTARY PUBLIC - STATE OF FLORIDA
STEPHANIE T. WILLIAMS
COMMISSION # CC815717
EXPIRES 9/15/2002
BONDED THRU ASA 1-888-NOTARY1



Notary Public, State of Florida
Print Name: _____
My Commission expires: _____

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

**STATE OF FLORIDA
COUNTY OF DUVAL**

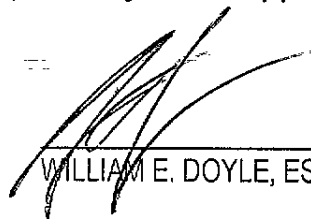
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **AMERICAN ACCESS, L.C.**

The name of the registered agent for **AMERICAN ACCESS, L.C.** is William E. Doyle, P.A. and the street address of the agent is 2002 Southside Blvd., Suite 201, Jacksonville, Florida 32216. The principal office of the company is 2121 Corporate Square Blvd., Suite 152, Jacksonville, Florida 32216.

This statement is to acknowledge that, as indicated above, **AMERICAN ACCESS, L.C.** has appointed William E. Doyle, Esquire, 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 this 12th day of October, 1999.

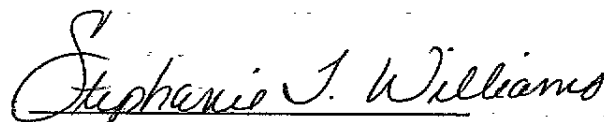


WILLIAM E. DOYLE, ESQUIRE

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledge before me this 12th day of October, 1999 by William E. Doyle, Esquire, agent on behalf of **AMERICAN ACCESS, L.C.**, a limited liability company. Mr. Doyle is personally known to me and who did or did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA
STEPHANIE T. WILLIAMS
COMMISSION # CCB15717
EXPIRES 9/15/2002
BONDED THRU ASA 1-888-NOTARY1



Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____