



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 5, 1999

PORTER, WRIGHT, MORRIS & ARTHUR

SUBJECT: ASSETWISE, LLC
REF: W99000025607

*See New Filing
Attached
Thank You!*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit information be sure to leave the signature of the member,

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000028153
Letter Number: 299A00053593

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99 NOV -5 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION
OF
AssetWise, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be AssetWise, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is David T. Lupo, Esquire, Porter, Wright, Morris & Arthur, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the majority written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless majority in interest of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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TALLAHASSEE, FLORIDA

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ARTICLE VIII -- TERMINATION OF EXISTENCE

In addition to the provisions concerning termination of the Company, if any, which are set forth in the Company's regulations, the Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX -- MANAGEMENT

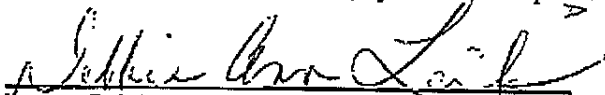
The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is Peter Karaffa, 1136 Bald Eagle Drive, Suite 205, Marco Island, Florida 34145.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on this 4th day of November 1999.


 David T. Lupo, Esquire
 Porter, Wright, Morris & Arthur
 5801 Pelican Bay Boulevard, Suite 300
 Naples, Florida 34108

STATE OF FLORIDA
 COUNTY OF COLLIER

Sworn to and subscribed before me this 4th day of November, 1999, by David T. Lupo


 Notary Public -- State of Florida
 Debbie Lint
 My Commission CC827856
 Expires April 18, 2003
 Print, Type, or Stamp
 Commissioned Name of Notary Public

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

(SEAL)

FAX AUDIT NO: H990000281537

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 TALLAHASSEE, FLORIDA

Nov-05-1999 11:49am From-PORTER WRIGHT MORRIS

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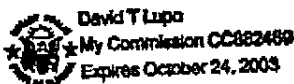
T-430 P.005/006 F-471

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Peter Karaffa
Peter Karaffa

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to and subscribed before me this 14 day of November, 1999, by Peter Karaffa.




Notary Public - State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILE

Personally Known ✓ OK Produced Identification

Type of Identification Produced _____

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Nov-05-1999 11:50am From-PORTER WRIGHT MORRIS

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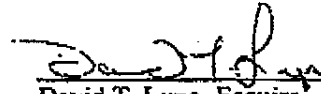
T-430 P.006/006 F-471

FAX AUDIT NO: H990000281537

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of AssetWise, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent

Date. November 4, 1999



David T. Lupo, Esquire
Porter, Wright, Morris & Arthur
5801 Pelican Bay Boulevard, Suite 300
Naples, Florida 34108

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TALLAHASSEE, FLORIDA

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