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EDMUND W. HOLT

Attorney & Counselor at Law
1108-A North 12th Avenue
Pensacola, FL 32501-3308
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Certified Circuit Mediator
eholt@pcola.gulf.net

November 9, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/15/99--01110--001
****125.00 ****125.00

RE: Holt & Westberry, P.L.

Dear Sirs:

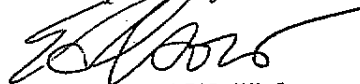
Enclosed are the following documents to be filed for the purpose of organizing and registering Holt & Westberry, P.L., a Florida professional limited liability company:

1. Articles of Organization (Original and one copy)
2. Certificate of Designation of Registered Agent/Office included in the Articles.

Please undertake to file these Articles and return to me the enclosed copy conformed with the filing date and information from your office. A check for the amount of \$125.00, representing \$100.00 Filing Fee of the Articles, \$25.00 for Designation of Registered Agent is enclosed.

Thank you for your attention to this matter. If you have questions or need additional information to complete this filing, please contact me as soon as possible.

Respectfully,


Edmund W. Holt

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HOLT & WESTBERRY, P.L.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a *professional limited liability company* pursuant to Chapter 621 and Chapter 608 of the Florida Statutes, providing for the formation, rights, privileges, and immunities of professional limited liability companies. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Professional Limited Liability Company.

**ARTICLE ONE
Name**

The name of the Professional Limited Liability Company is **HOLT & WESTBERRY,**
P.L.

**ARTICLE TWO
Principal Office and Address**

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

1108-A North 12th Avenue
Pensacola, FL 32501-3308

**ARTICLE THREE
Purpose**

The purpose of this professional limited liability company is to practice the profession of law. The sole and exclusive professional service to be rendered by the company is legal representation, advice, counseling, and such related professional activities.

**ARTICLE FOUR
Management**

The management of this professional limited liability company is reserved to its members, whose name and addresses are as follows:

Edmund W. Holt
1108-A North 12th Avenue
Pensacola, FL 32501-3308

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TALLAHASSEE, FLORIDA

R. John Westberry
1108-A North 12th Avenue
Pensacola, FL 32501-3308

ARTICLE FIVE

Membership

Members shall have the right to admit new members by unanimous consent, provided said individuals or entities meet and comply with the requirements for membership of a professional limited liability company pursuant to Florida law. Contributions required of new members shall be determined as of the time of admission to the professional limited liability company.

A member's interest in the professional limited liability company may not be sold or otherwise transferred except with unanimous consent of all members and in accordance with Florida law relating to professional limited liability companies.

On the death, retirement, resignation, expulsion, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member of the professional limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members. However, should the company name include the surname of the leaving or departed member, the name of the professional limited liability company shall be formally amended to delete said surname unless consented to in writing by said leaving or departed member or his proper representatives or heirs.

ARTICLE SIX

Duration

This professional limited liability company shall continue its existence perpetually unless or until dissolved in a manner provided by law or as provided in regulations which may be adopted from time to time by the members.

ARTICLE SEVEN

Profits and Losses

Members shall be entitled to the profits arising from the operation of the professional limited liability company and shall contribute to the losses that occur in such operation as specified in regulations which may be adopted from time to time by the members.

ARTICLE EIGHT

Effective Date

The effective date for this professional limited liability company shall be that date when these Articles are filed with the Department of State of the State of Florida; however, any actions

or conduct taken by the professional limited liability company prior to such effective date are deemed ratified and confirmed by the company.

ARTICLE NINE
Registered Agent

The name and the Florida street address of the registered agent are as follows:

R. John Westberry
1108-A North 12th Avenue
Pensacola, FL 32501-3308

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TALLAHASSEE, FLORIDA

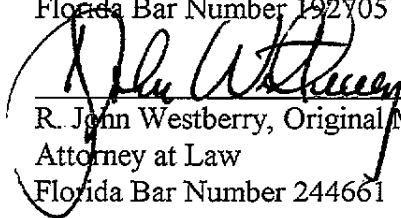
The undersigned, being the organizing and original members of the professional limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Holt & Westberry, P.L.

Executed by the undersigned at Pensacola, Florida, this 30 day of October, 1999.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



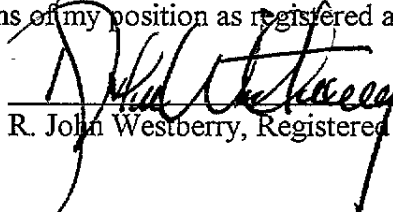
Edmund W. Holt, Original Member
Attorney at Law
Florida Bar Number 192705



R. John Westberry, Original Member
Attorney at Law
Florida Bar Number 244661

Registered Agent's Acceptance

Having been named as registered agent and to accept service of process for the above stated professional limited liability company 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 as provided for in Chapter 608 of the Florida Statutes.



R. John Westberry, Registered Agent