

199000008810

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lloyd Paul Management
LLC

600003070936--8
-12/15/99-01028-025
****155.00 ****155.00

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File 99

RA Resignation DEC 15

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED

12/15/99

Signature

Requested by:

Name

12/15 9:28
Date Time

Walk-In

Will Pick Up

ARTICLES OF ORGANIZATION OF LLOYD PAUL MANAGEMENT, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be **LLOYD PAUL MANAGEMENT, L.L.C.**, and its principal place of business shall be in the City of Pensacola, County of Escambia, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized by Florida law.
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 herein set forth 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, good will, 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 the 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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
DEC 15 1984
34

participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.

7. 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 herein contained 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~~ any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Two Hundred Fifty Dollars (\$250.00) ~~cash~~ shall be paid to the limited liability company by the following members in the following amounts:

<u>Name of Member</u>	<u>Amount of Contribution</u>
Peter Lloyd Paul, III	\$250.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in pro rata shares.

ARTICLE IV
LIMITED LIABILITY COMPANY 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 unanimous vote of the members of the limited liability company.

DEC 15 AM 10:44
TREASURER OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLE V DURATION

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 5960 Hermitage Drive, in the City of Pensacola, County of Escambia, State of Florida, 32504. The mailing address is 5960 Hermitage Drive, Pensacola, Florida, 32504.

ARTICLE VII MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualifies is: Peter Lloyd Paul III, 5960 Hermitage Drive, Pensacola, Florida, 32504.

ARTICLE VIII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5960 Hermitage Drive, Pensacola, Florida, 32504, and the name of its initial registered agent at such address is Peter Lloyd Paul III.

9
DEC 15 1984
MILLAHASSEE
FLORIDA
SECRETARY
STATE
FILED

ARTICLE IX RESTRICTIONS ON MEMBERSHIP

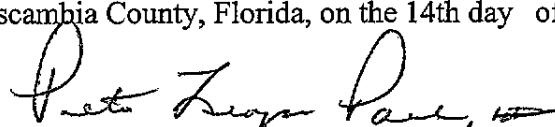
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of LLOYD PAUL MANAGEMENT, L.L.C.

Executed by the undersigned at Pensacola, Escambia County, Florida, on the 14th day of December, 1999.

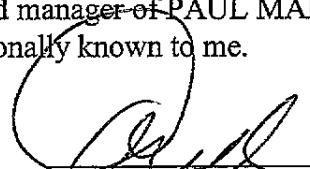

PETER LLOYD PAUL, III

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14th day of December, 1999, by PETER LLOYD PAUL, III, as a member and manager of PAUL MANAGEMENT, L.L.C., a Florida Limited Liability Company, who is personally known to me.


WILLIAM V. LINNE
My Commission CC507790
Expires Dec. 30, 1999

clients\paul\llc\articles.llc


NOTARY PUBLIC
Typed Name: William V. Linne
Commission Expires: 12-30-99
Commission No.: CC 507790

99 DEC 15 AM 10:34
NOTARY PUBLIC
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF ESCAMBIA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

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 **LLOYD PAUL MANAGEMENT, L.L.C.**

The name of the registered agent for **LLOYD PAUL MANAGEMENT, L.L.C.**, is **PETER LLOYD PAUL, III** and the street address of the company's principal office where the agent is located is 5960 Hermitage Drive, Pensacola, Florida, 32504.

This statement is to acknowledge that, as indicated above, **LLOYD PAUL MANAGEMENT, L.L.C.**, has appointed me, **PETER LLOYD PAUL, III**, 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: December 14, 1999.

Peter Lloyd Paul
PETER LLOYD PAUL, III
Registered Agent

SECRETARY OF STATE
FLORIDA
PENSACOLA, FLORIDA
DEC 15 AM 10:10 1999
FILED

The foregoing instrument was acknowledged before me this 14th day of December, 1999, by **PETER LLOYD PAUL, III**, agent on behalf of **PAUL MANAGEMENT, L.L.C.**, a Florida Limited Liability Company. He is personally known to me.

WILLIAM V. LINNE
My Commission CC507790
Expires Dec. 30, 1999

NOTARY PUBLIC
Typed Name: William V. Linne
Commission No.: CC 507790
Commission Expires: 12-30-99