

796000000034

LAW OFFICES OF
CAMPBELL & ROWELL, L.L.P.
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P.O. BOX 26427
BIRMINGHAM, ALABAMA 35260

December 3, 1998

Secretary of State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

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*****52.50 *****52.50

Re: Stuman & Wade Holding Company, L.L.C.

Dear Sir or Madam:

Please find enclosed the following in connection with the above-referenced matter:

1. Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida, together with First Amendment to the Articles of Organization of Stuman & Wade Holding Company, L.L.C.; and

2. Our firm's check in the amount of \$52.50.

Should you have any questions concerning the enclosures, please do not hesitate to contact me.

Sincerely,

Jeffrey E. Rowell

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 PM 1:20

Name	
Availability	
Document Examiner	JER/jwb DCC
Examiner	enclosures
Reviewer	DCC
Editor	
Reviewer	DCC
Adjudgement	DCC
W/P Verifier	DCC

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December 15, 1998

Diane Cushing
Corporate Specialist
Secretary of State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Stuman & Wade Holding Company, L.L.C.

Dear Ms. Cushing:

Pursuant to your letter of December 9, 1998, please find enclosed a certified copy of the First Amendment to the Articles of Organization of Stuman & Wade Holding Company, L.L.C.

Should you have any questions or need additional information, please call.

Sincerely,



Judi W. Bargainnier

/jwb
enclosures

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JOHN T. CAMPBELL
JEFFREY E. ROWELL
LEE H. STEWART

February 8, 1999

Secretary of State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Stuman & Wade Holding Company, L.L.C.

Dear Sir or Madam:

Pursuant to your letter of December 28, 1998, please find enclosed a copy of the First Amendment to the Articles of Organization of Stuman & Wade Holding Company, L.L.C. from the Secretary of State of Alabama.

Should you have any questions concerning the enclosures, please do not hesitate to contact me.

Sincerely,



Judi W. Bargainnier

/jwb
enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

JEFFREY E. ROWELL
CAMPBELL & ROWELL, L.L.P.
P.O. BOX 26427
BIRMINGHAM, AL 35260

SUBJECT: STUMAN & WADE HOLDING COMPANY, LLC
Ref. Number: M96000000034

We have received your document for STUMAN & WADE HOLDING COMPANY, LLC and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 598A00058223

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: STUMAN & WADE HOLDING COMPANY, L.L.C.
2. Jurisdiction of its organization: Jefferson County, Alabama
3. Date authorized to do business in Florida: 1/25/96

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 11/24/98

5. New name of the limited liability company: _____

WADE & WADE HOLDING COMPANY, L.L.C.

(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)

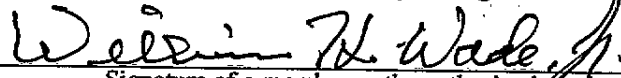
6. If the amendment changes the period of duration, indicate new period of duration:

N/A

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

N/A

8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

William H. Wade, Jr.

Typed or printed name of signee

Filing Fee: \$52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**FIRST AMENDMENT
TO THE ARTICLES OF ORGANIZATION OF
STUMAN & WADE HOLDING COMPANY, L.L.C.**

THIS FIRST AMENDMENT to the Articles of Organization of Stuman & Wade Holding Company, L.L.C. (the "First Certificate") is made and entered into by the Managing Member.

W I T N E S S E T H:

WHEREAS, the Managing Member desires to amend the Articles of Organization of Stuman & Wade Holding Company, L.L.C. (the "Company") in order to change the name of the L.L.C.; and

NOW, THEREFORE, pursuant to Article XIII of the Operating Agreement of the Company, the undersigned do hereby certify as follows:

1. The name of the Company is Stuman & Wade Holding Company, L.L.C.
2. The Company was formed on May 18, 1995, upon the filing of the Articles of Organization with the Office of the Judge of Probate of Jefferson County, Alabama, which is recorded in Real Volume 9505, Page 8370, in said office.
3. The Articles of Organization of the Company is hereby amended in the following respects:
 - (a) The Articles of Organization shall be amended by deleting Article I in its entirety therefrom, and substituting in lieu thereof the following:

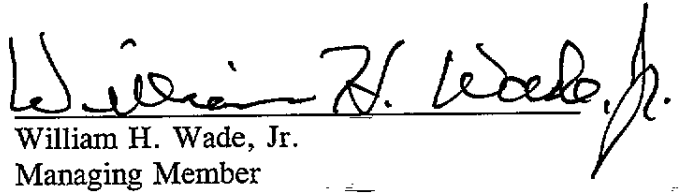
**ARTICLE I
NAME**

WADE & WADE HOLDING COMPANY, L.L.C.

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DIVISION OF CORPORATIONS
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4. Except as herein and hereby amended, modified or changed, all items and provisions of the Company's Articles of Organization shall continue in full force and effect according to the terms thereof.

IN WITNESS WHEREOF, the undersigned has executed this First Certificate on this 18 day of November, 1998.


William H. Wade, Jr.
Managing Member

State of Alabama - Jefferson County
I certify this instrument filed on:
1998 NOV 24 A.M. 10:51
Recorded and \$ Mtg. Tax
and \$ Deed Tax and Fee Amt.
\$ 11.00 Total \$ 11.00
GEORGE R. REYNOLDS, Judge of Probate

9815/1064