

L0000002249

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February 7, 2000

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

200003129922--3
-02/09/00--01087--016
*****100.00 *****100.00

Re: Articles of Organization for BusinessWorks, LLC

200003129922--3
-02/28/00--01135--005
*****25.00 *****25.00

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above referenced matter. Also enclosed is our firm's check in the amount of \$100.00 for the filing fee.

Please file the Articles and forward a stamped copy to the above address. Should you have any questions or require further information, please do not hesitate to contact our office at (407)354-3888. Thank you.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cordially,

Leelah Reaves
Leelah Reaves
Legal Assistant to
Edward R. Alexander, Jr.

L00-2249

Name	<i>Leelah Reaves</i>
Availability	<i>2-29</i>
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enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2000

LEELAH REAVES
ALEXANDER PROFESSIONAL ASSOCIATION
5728 MAJOR BLVD., SUITE 550
ORLANDO, FL 32819

SUBJECT: BUSINESSWORKS, LLC
Ref. Number: W00000003906

We have received your document for BUSINESSWORKS, LLC and check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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

Letter Number: 600A00007575

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

BUSINESSWORKS, LLC

a Florida Limited Liability Company

ARTICLE I

Name. The name of this limited liability company is:

BUSINESSWORKS, LLC

ARTICLE II

Period of Duration. The limited liability company's period of duration shall be perpetual, commencing on the filing date of these Articles of Organization.

ARTICLE III

Registered Office. The initial registered office of the limited liability company shall be 2700 Westhall Lane, Suite 145, Maitland, Florida, 32751, and the name of the initial registered agent of the limited liability company shall be Paul DePalma.

ARTICLE IV

Principle & Mailing Address. The principle and mailing address of the limited liability company shall be: 2700 Westhall Lane, Suite 145, Maitland, Florida, 32751.

ARTICLE V

Additional Members. The Members may admit new Members by two-thirds vote of the entire membership of the limited liability company.

ARTICLE VI

Death Retirement, Resignation, Expulsion, Bankruptcy or Dissolution of a Member. The business of the limited liability company shall automatically continue after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any event which terminates the continued membership of a Member in the limited liability company, unless within sixty (60) days of such event the remaining members, by two-thirds vote, elect to cease the business of the limited liability company.

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ARTICLE VII

Business Purpose and Powers. The purpose of the limited liability company's operations shall be any lawful purpose for which a limited liability company may be organized under the laws of the State of Florida, in accordance with § 608.403, Fla. Stat., and the limited liability company shall have all the powers granted a limited liability company under the laws of the State of Florida, in accordance with § 608.404, Fla. Stat. From time to time the Members may provide for a specific business purpose or purposes of the limited liability company and may limit the powers of the limited liability company in its Regulation.

ARTICLE VIII

Management.

(A) The limited liability company's business and affairs shall be vested in the members.

(B) The limited liability company shall indemnify against any liability incurred in any proceeding an individual made a party to the proceeding because he is or was a Member if: (a) he acted and conducted himself in good faith; (b) he reasonably believed: (i) in the case of conduct in his official capacity, that his conduct was in the best interest of the limited liability company; or (ii) in all other cases, that his conduct was at least not opposed to the best interests of the limited liability company; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. The limited liability company shall advance the reasonable expenses incurred by a Member who is a party to a proceeding if: (i) the Member furnishes the limited liability company with a written affirmation of his good-faith belief that he has met the standard of conduct required for indemnification; (ii) the Member furnishes the limited liability company with a written undertaking, executed personally by him or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification.

The limited liability company shall indemnify a Member of the limited liability company who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the proceeding.

A Member who is or was a party to a proceeding as described in this section may apply for indemnification to the court conducting such proceeding or to another court of competent jurisdiction.

ARTICLE IX

Instruments and Documents Providing for the Acquisition, Mortgage, or Disposition of Property. Instruments and documents providing for the acquisition, mortgage, or

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disposition of property of the limited liability company shall be valid and binding upon the limited liability company only if they are executed by the Members; provided, however, the Members may, in accordance with these Articles of Organization and the Regulations of the Company, elect one Member to execute such documents.

ARTICLE X

Meetings of the Members. Annual and special meetings of the Members shall be held at such time as may be stated or fixed in accordance with the Regulations of the limited liability company. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the limited liability company.

ARTICLE XI

Voting. Subject to the provisions of these Articles of Organization which require a supermajority, majority or unanimous consent, vote or agreement of the Members, and except as set forth in these Articles of Organization, the Regulations may grant to all or a special group of Members the right to consent, vote or agree on a per capita or other basis upon any matter, the Members shall vote in accordance with their capital account interest in the limited liability company. Unless the Regulations provide otherwise, a Member may vote by proxy or in person.

Unless otherwise provided in these Articles of Organization or the Regulations, a majority of the Members, by capital account, entitled to vote shall constitute a quorum at the meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members, by capital account, represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater proportion or number or voting by classes is required by these Articles of Organization or the Regulations. If a quorum is not represented at any meeting of the Members, such meeting may be adjourned for a period not to exceed sixty (60) days at any one adjournment.

ARTICLE XII

Action by Members without a Meeting. Unless the Regulations provide otherwise, any action required by law, the Regulations, or the Articles of Organization of the limited liability company to be taken at any annual or special meeting of Members of the limited liability company, or any action which may be taken at any annual or special meeting of such Members, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members, by capital account, having not less than a minimum interest in the limited liability company that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. If any class of Members is entitled to vote thereon as a class, such written consent shall be required of the Members, by capital account, of each class of Members entitled to vote as a class thereon and of the total shares entitled to vote thereon.

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ARTICLE XIII

Changes to the Regulations. Once adopted by the Members, the Regulations of the limited liability company may only be changed upon a two-thirds vote of the Members in favor thereof.

ARTICLE XIV

Liability of Members.

(A) A Member of the limited liability company is liable to the limited liability company for:

(1) the difference between the amount of the Member's contributions to capital which have been actually made and the amount which is stated in these Articles of Organization or other contract to which such Member is a party and which obligates such Member to the contribution; and

(2) any unpaid contribution to capital which the Member, in the Articles of Organization or other contract as having been made, agreed to make in the future at the time and on the conditions stated in the Articles of Organization or other contract to which such Member is a party and which obligates such Member to the contribution.

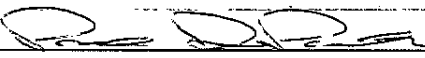
(B) The Members of the limited liability company shall not be liable under any judgment, decree, or order of court, or in any other manner, for a debt, obligation or liability of the limited liability company.

ARTICLE XV


Transferability of Member's Interest and Withdrawal. The interests of the Members of the limited liability company may be transferred or assigned as provided in the Regulations; provided, however, the transferee or assignee of such Member shall have no right to participate in the management of the limited liability company or to become a Member unless, without regard to the vote of the Member seeking to make the transfer or assignment, the percentage of Members required by these Articles of Organization to admit a new member approves of the proposed transfer or assignment at a membership meeting. Unless approved in the foregoing manner, a transferee or assignee of a Member's interest shall only be entitled to receive the share of profits or other compensation by way of income and the return of the contributions to which the transferring or assigning Member would otherwise be entitled. No Member shall be entitled to withdraw from the Company except in accordance with the Regulations.

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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 19 day of January, 2000.



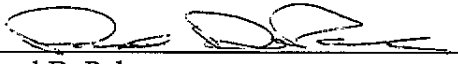
Paul DePalma



John DePalma

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
BUSINESSWORKS, LLC

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of BusinessWorks, LLC.



Paul DePalma

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