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FILED
2002 MAY -6 AM 8:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 2, 2002

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Organization of Fleischer Ventures, LLC

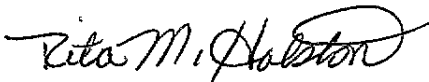
To Whom It May Concern:

I enclose one (1) original and one (1) copy of the Articles of Organization in connection with the referenced company. Please file these Articles and return one copy to this office.

I also enclose this firm's check payable to the Florida Department of State in the amount of \$125.00 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Rita M. Holston
Legal Assistant

/rmh

Enclosures

J. BRYAN MAY 10 2002

ARTICLES OF ORGANIZATION

OF

FLEISCHER VENTURES, LLC

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TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Company (the "Company") in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Company is "Fleischer Ventures, LLC".

ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION

The existence of this Company shall commence on the date of the filing of this document, and it shall thereafter perpetually exist from such date. This Company may be terminated as provided in these Articles of Organization or the Company's Operating Agreement.

ARTICLE III
PURPOSE

This Company is created for the purpose of engaging in any lawful act or activity as may be agreed upon by the members and to exercise any powers permitted to limited liability companies under Florida Law that, in either case, are incidental to and necessary or convenient for the accomplishment of the above-mentioned purpose.

ARTICLE IV
MAILING ADDRESS AND PRINCIPAL OFFICE

The principal place of business of this Company shall be:

**7643 Heathfield Court
University Park, FL 34201**

and such other place or places as the members may from time to time determine.

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ARTICLE V
REGISTERED AGENT

The initial Registered Agent and Registered Office of this Company shall be:

Arthur J. Fleischer
7643 Heathfield Court
University Park, FL 34201

ARTICLE VI
INITIAL MEMBERS

The names and addresses of the initial members of this Company are (the "Members"):

<u>Name</u>	<u>Address</u>	<u>Member Interest in Company</u>
Arthur J. Fleischer	7643 Heathfield Court University Park, FL 34201	100%
	TOTAL	100%

ARTICLE VII
MANAGEMENT OF BUSINESS

The management of this Company shall be vested in **Arthur J. Fleischer**, as "Managing Member," whose address is **7643 Heathfield Court, University Park, FL 34201**. Such Managing Member shall serve in such capacity until the first annual meeting or until a successor is elected and qualified. The Managing Member shall have the right to manage this Company pursuant to specific rules regarding rights and duties of such Managing Member enumerated in the Operating Agreement of this Company.

ARTICLE VIII
REGULATIONS

Contemporaneously with the execution of these Articles of Organization, the Members of this Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this Company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal such Operating Agreement shall be vested in the Members of this Company as decided by majority vote.

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ARTICLE IX
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to this Company, or acquired by this Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Company.

ARTICLE X
TRANSFERABILITY OF MEMBERS' INTEREST

A Member's interest in this Company may be transferred, whether voluntarily or involuntarily, only with the written consent of 75% of all the remaining Members of the Company, if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Company.

ARTICLE XI
PROFITS AND LOSSES

The Members of this Company shall be entitled to the net profits arising from the operation of Company business. Each Member shall be entitled to his or her distributive share of the profits according to his Member Interest in this Company. Losses shall be apportioned to each Member in the same proportion according to his Member Interest in the Company.

ARTICLE XII
ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members.

ARTICLE XIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Company shall cease and terminate its existence; unless the remaining Members unanimously elect to continue in business pursuant to the applicable provisions of the Operating Agreement.

ARTICLE XIV
AMENDMENTS

These Articles, except with respect to the vested rights of the Members, may be amended from time to time, and the amendments shall be filed, duly signed by all Members of this Company, with the Florida Department of State. All Members of the Company agree to abide by such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, as a Member of **Fleischer Ventures, LLC**, and as authorized agent for all Members, has executed these Articles of Organization on this 1 day of **May**, 2002.


Arthur J. Fleischer,
Managing Member

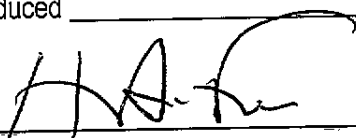
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1 day of **May**, 2002, by **Arthur J. Fleischer**, who is personally known to me or who has produced _____ as identification.



Harvey A. Ford
MY COMMISSION # CC856749 EXPIRES
July 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Print Name: _____
Notary Public for State of Florida (SEAL)
My Commission Expires: _____

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named as Registered Agent of **Fleischer Ventures, LLC**, to accept service of process for the above named Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.


Arthur J. Fleischer

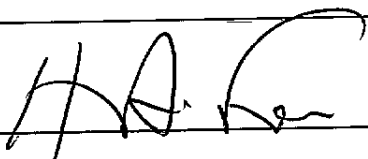
Date: **May** 1, 2002

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