

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

Please file 2nd
Thank
L95000000056

csc networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 523617 82150A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pyzdek

ORDER DATE : January 11, 1995

ORDER TIME : 10:27 AM

ORDER NO. : 523617

CUSTOMER NO: 82150A

CUSTOMER: Mr. Michael J. Miller
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

L 95000000056

NAME: SP ASSOCIATES, L.C.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

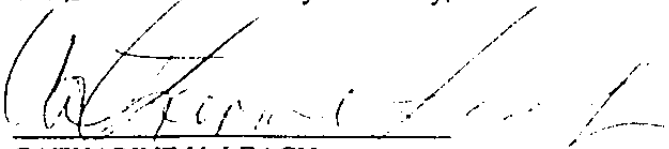
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95 JAN 11 10:35
JAN 11 1995
TALLAHASSEE, FL
CLERK OF SUPERIOR COURT

**AFFIDAVIT
OF
WAIVER & CONSENT
OF
SP ASSOCIATES, INC.**

THE UNDERSIGNED, corporation submits the following Affidavit of Waiver and Consent:

1. The name of the corporation is SP Associates, Inc.
2. The Articles of Incorporation were filed on December 23, 1994.
3. Articles of Dissolution were submitted for filing on January 11, 1995.
4. The corporation is intentionally dissolving and has no plan to reform or reinstate itself in any manner in the State of Florida.
5. The corporation hereby waives any right, title or interest in or to the name, SP Associates, Inc.
6. The corporation hereby consents to the use of the name, SP Associates by any other entity desiring to file under such name in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed and subscribed this Affidavit of Waiver and Consent this 14th day of January, 1995.

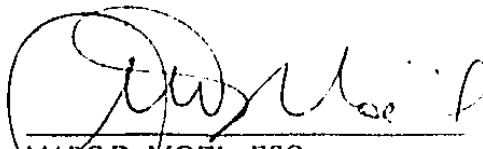

CATHARINE V. LEACH
Sole Incorporator

ACKNOWLEDGEMENT

STATE OF NEW YORK: COUNTY OF NEW YORK ss.

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared to me, CATHARINE V. LEACH, known to be the person described as the subscriber in and who executed the foregoing AFFIDAVIT and duly acknowledged before me that she subscribed to such AFFIDAVIT.

WITNESS my hand and official seal in the county and state named above this 14th day of January, 1995.



MARC D. MOEL, ESQ.
Notary Public

MARC D. MOEL
Notary Public, State of New York
No. 31-4954980
Qualified in New York County
Commission Expires August 28, 1995

**ARTICLES OF ORGANIZATION
OF
SP ASSOCIATES, L.C.**

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Pursuant to Chapter 608.407 of the Florida Statutes

THE UNDERSIGNED, acting as organizer, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, 608.407, hereby makes, acknowledges, and files the following Articles of Organization:

FIRST: The name of the limited liability company shall be SP Associates, L.C.

SECOND: The mailing address and street address of the principal office of the Company shall be 4435 Old Winter Garden Road, Orlando, FL 32802.

THIRD: The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2024, unless the Company is earlier dissolved as provided in these Articles of Organization.

FOURTH: The name and street address of the registered agent of the Company in the State of Florida is XL Corporate Services, 4435 Old Winter Garden Road, Orlando, FL 32802.

FIFTH: The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A", annexed hereto and made a part hereof.

SIXTH: Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

SEVENTH: No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

EIGHTH: The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

NINTH: The Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name(s) and address(es) of the managing member(s) of the Company are:

Gary Shapiro, 6 Livengood Court, Woodbury, NY 11797

IN WITNESS WHEREOF, the undersigned as authorized organizer of this limited liability company, has executed and subscribed these Articles of Organization this 9th day of January, 1995.



MICHAEL J. MILLS

Organizer

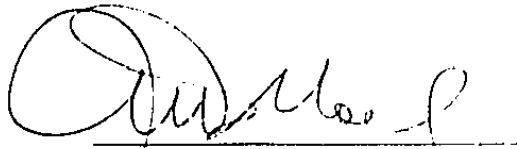
ACKNOWLEDGMENT

STATE OF NEW YORK. COUNTY OF NEW YORK ss

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared to me, MICHAEL J. MILLS, known to be the person described as the subscriber in and who executed the foregoing Articles of Organization and acknowledged before me that she subscribed to those Articles of Organization.

WITNESS my hand and official seal in the county and state named above this 9th day of January, 1995.

MARC D. MOEL
Notary Public, State of New York
No. 31-4954980
Qualified in New York County
Commission Expires August 28, 1995



MARC D. MOEL, ESQ.
Notary Public

CERTIFICATE OF DESIGNATION
OF

REGISTERED AGENT AND REGISTERED OFFICE

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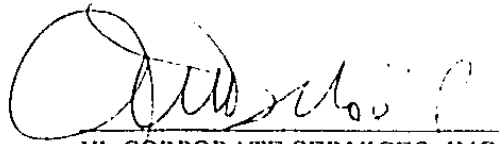
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA

1. The name of the limited liability company is SP ASSOCIATES, L.C
2. The name and address of the registered agent and registered office is

XL Corporate Services
4435 Old Winter Garden Road
Orlando, FL 32802

Having been named as registered agent and to accept service of process for the above named 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.

Dated: January 9, 1995



XL CORPORATE SERVICES, INC

By: Marc D. Moel, Esq
Assistant Secretary

**AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS**

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STATE OF NEW YORK: COUNTY OF NEW YORK. ss.:

THE UNDERSIGNED, as Attorney-In-Fact of SP ASSOCIATES, L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is ONE (\$1.00) DOLLARS, U.S.
3. The agreed value of property other than cash contributed by member(s) is ZERO (\$00.00) DOLLARS, U.S.
4. The total amount of cash or property anticipated to be contributed by member(s) is TWO (\$2.00), U.S. This total includes all amounts from paragraphs 2 and three, herein above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: January 9, 1995



MICHAEL J. MILLS
Attorney-In-Fact

Exhibit "A"

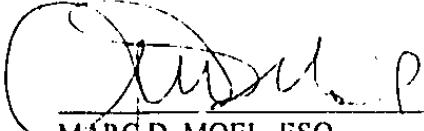
ACKNOWLEDGMENT

STATE OF NEW YORK: COUNTY OF NEW YORK ss

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared to me, MICHAEL J. MILLS, known to be the person described as the subscriber in and who executed the foregoing Affidavit of Membership and Contributions and acknowledged before me that he subscribed to such Affidavit of Membership and Contributions.

WITNESS my hand and official seal in the county and state named above this 9th day of January, 1995.

MARC D. MOEL
Notary Public, State of New York
No. 31-4954980
Qualified in New York County
Commission Expires August 28, 1995


MARC D. MOEL, ESQ.
Notary Public