

796 00000825
Sundate Research

Requestor's Name

Address

City/State/Zip Phone #

FILED
 96 AUG -1 PM 3:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Union Atlantic, LLC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

0000015128001
 -08/05/96--01042--003
 1334317.50 1334317.50

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Same people have
 R96-1876*

96 AUG -1 11:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

FILED
95 AUG -1 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
Union Atlantic, LC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. **Name.** The name of this limited liability Company is Union Atlantic, LC (the "Company").

2. **Duration.** The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. **Mailing Address and Street Address.** The mailing address and the street address of the principal office of the Company is:

c/o WLMC Registered Agents, Inc.
701 Brickell Avenue
Suite 2000
Miami, Florida 33131

4. **Registered Agent and Office.** The name of the initial registered agent of the Company is WLMC REGISTERED AGENTS, INC.. The street address of the initial registered agent of the Company is:

701 Brickell Avenue
Suite 2000
Miami, Florida 33131.

5. **Additional Members.** Additional members may be admitted to the Company, but only upon the unanimous written consent of the Managers and the unanimous vote of the initial members of the Company.

6. **Termination of Membership.** If a member of the Company dies, retires, resigns, voluntarily withdraws, is expelled or dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the majority of the remaining members may by written agreement, continue the business of the Company.

7. **Management of the Company.** The Company shall be managed by the following members:

Name
Genesis Partners, Inc.
Tim Mahoney b/d/a Highlands Group

8. **Regulations.** The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. **Indemnification.**

a. **Right to Indemnification.** The Company hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the Company to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Company to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Company may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the Company would have the legal power to indemnify them directly against such liability.

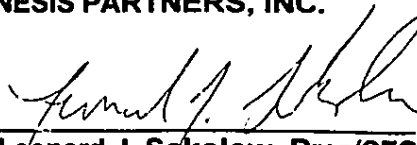
b. **Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 9a. of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the Company in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Company as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

c. **Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Company nevertheless indemnifies each person described in Section 9a. of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

The undersigned member and manager, executed these Articles of Organization effective as of the 23rd day of July, 1996.

GENESIS PARTNERS, INC.

By:


Leonard J. Sokolow, Pres/CEO

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of UNION ATLANTIC, LC (the "Company"), deposes and says:

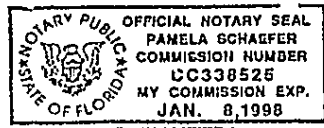
- 1. The Company has at least two Members.
- 2. The total amount of cash contributed by the Members is \$10,000.00.
- 3. No property other than cash is being contributed by Members.
- 4. The total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes the amounts from paragraph 2 and 3 above.

GENESIS PARTNERS, INC.

By: *Leonard J. Sokolow*
 Leonard J. Sokolow
 President

STATE OF FLORIDA)
)
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31st day of July, 1996 by Leonard J. Sokolow of Genesis Partners, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced identification and did take an oath.



Pamela Schaefer
 NOTARY PUBLIC
Pamela Schaefer
 Type or Print Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Union Atlantic, LC at the place designated in its Articles of Organization, 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 this 23rd day of July, 1996.

WLMC REGISTERED AGENTS, INC.

By: 

**Leslie J. Croland
Authorized Representative**

FILED
96 AUG - 1 PM 3: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA