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CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PANOPTIC, L.L.C.  
AUDIT NUMBER.....H97000003459  
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ARTICLES OF ORGANIZATION  
OF  
PANOPTIC, L.L.C.

The undersigned hereby agree(s) to organize a limited liability corporation under the laws of the State of Florida, Chapter 608, with the following Articles of Organization.

ARTICLE I  
NAME

The limited liability corporate name shall be:  
PANOPTIC, L.L.C.

ARTICLE II  
EXISTENCE

The corporation shall exist in perpetuity from the date of incorporation unless terminated earlier per Florida Statute 608.

ARTICLE III  
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV  
PRINCIPAL OFFICE

The post office address of the principal office of the limited liability corporation is: 24 South River Street, Wilkes-Barre, Pennsylvania, 18703, or at any other location that the Members choose to designate.

This document was prepared by:  
Douglas D. Stratton, Esquire  
Florida Bar No. 240966  
407 Lincoln Road, Suite 2B  
Miami Beach, Florida 33139  
(305) 672-7772

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**ARTICLE V**  
**INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is: Douglas D. Stratton, Esquire, 407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139, and the street address of the registered office is: 407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139.

**ARTICLE VI**  
**INITIAL BOARD OF MANAGERS**

The business of the corporation shall be managed by an initial Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name and address of the first Board of Managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Y. Judd Shoval	24 South River Street Wilkes-Barre, Pennsylvania 18703,

**ARTICLE VII**  
**POWERS OF MANAGER(S)**

The Manager(s) shall exercise all powers conferred by law.

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

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**ARTICLE IX  
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE X  
MEMBERS**

There are at least two Members of this corporation. The names and addresses of the initial Members of the corporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Y. Judd Shoval	24 South River Street Wilkes-Barre, Pennsylvania 18703,
Susan W. Shoval	24 South River Street Wilkes-Barre, Pennsylvania 18703,

**ARTICLE XI  
PROPERTY CONTRIBUTED**

The Members have contributed cash in the following sums:  
\$350,000.00.

**ARTICLE XII  
ADDITIONAL CONTRIBUTIONS TO CAPITAL**

Should all Members agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

**ARTICLE XIII  
ADDITIONAL MEMBERS**

Should all members agree at a regular or special meeting of

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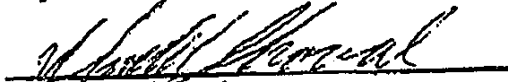
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the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

ARTICLE XIV  
CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate the continued membership of members in this limited liability company, the other members have the right to continue the business of the company as reconstituted without the departing members, pursuant to the terms and conditions as set forth in the company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original members of the corporation, have executed these Articles of Organization this 25<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
Judd Shoval

  
\_\_\_\_\_  
Susan W. Shoval

STATE OF PENNSYLVANIA  
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared X.  
JUDD SHOVAL and SUSAN W. SHOVAL, who produced drivers licenses  
with pictures for identification and who have taken oaths and  
who executed the foregoing Articles of Organization and they  
acknowledged before me that they executed the same for the purposes  
therein expressed.

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WITNESS my hand and official seal in the County and State  
aforementioned this 25<sup>th</sup> day of February, 1997.

Damita Jo Truchon  
NOTARY PUBLIC STATE OF PENNSYLVANIA

My Commission Expires:

Notarial Seal  
Damita Jo Truchon, Notary Public  
Wilkes-Barre, Luzerne County  
My Commission Expires Sept. 20, 1999  
Member, Pennsylvania Association of Notaries

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above  
stated limited liability corporation, at the place designated in  
these Articles of Organization, I hereby accept to act in this  
capacity, and agree to comply with the provisions in Chapter 608,  
Florida Statutes, relative to keeping open said office.

[Signature]  
REGISTERED AGENT

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