

JAMES S. PACKTOR

ATTORNEY AND COUNSELOR AT LAW

560 EAST SWEDSFORD ROAD

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December 28, 1999

VIA EXPRESS MAIL
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600003083786--2
-12/29/99-01102-009
***125.00 ***125.00

RE: 138 Ortiz Boulevard, L.L.C.

Gentlemen:

I am enclosing Articles of Organization and Statement of Acceptance by the Registered Agent for the above named Florida Limited Liability Company. Also enclosed is a check made payable to the Department of State in the amount of \$125.00 (filing fee). Please acknowledge receipt of the enclosed items on the enclosed copy of this letter and return same in the self-addressed, stamped envelope provided herein for that purpose.

Please process the enclosed as soon as possible and return the acknowledged Articles to the undersigned.

If any additional information is necessary, please feel free to contact me.

Sincerely,

JAMES S. PACKTOR

JSP/jp

Enclosures

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Availability	
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User	
Version	
Approval	
W. P. Vetter	

ARTICLES OF ORGANIZATION
OF
138 ORTIZ BOULEVARD, L.L.C.

ARTICLE I - NAME

The name of the limited liability company is 138 ORTIZ BOULEVARD L.L.C. (hereinafter referred to as the "Company").

ARTICLE II - DURATION

The Company shall have a perpetual duration.

ARTICLE III - PURPOSE

The Company is organized for the purpose of engaging in the real estate investment and management business but may engage in any business authorized under the Florida Limited Liability Company Act (1993).

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE
AND NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The mailing address and street address of the principal office of the Company shall be:

c/o Peter Undi
138 Ortiz Blvd.
Venice, Florida 34287

The name and street address of the Company's initial registered agent shall be:

Peter Undi
138 Ortiz Blvd.
Venice, Florida 34287

ARTICLE V - NAMES OF MEMBERS

The Company has four (4) Members. The names and addresses of

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these Members are as follows:

C3D, INC.
c/o Robert J. Undi
343 Wyndmoor Lane
Huntingdon Valley, PA 19006

Robert P. Undi
343 Wyndmoor Lane
Huntingdon Valley, PA 19006

Christopher J. Undi
343 Wyndmoor Lane
Huntingdon Valley, PA 19006

Alexander S. Undi
343 Wyndmoor Lane
Huntingdon Valley, PA 19006

Robert J. Undi
343 Wyndmoor Lane
Huntingdon Valley, PA 19006

Susann T. Undi
343 Wyndmoor Lane
Huntingdon Valley, PA 19006

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CLERK OF COURT
JUDICIAL DISTRICT OF PHILADELPHIA

ARTICLE VI - INITIAL CASH CONTRIBUTIONS

The initial cash contributions made by the Members of the Company shall be as follows:

C3D, INC.	\$100.00
Robert P. Undi	100.00
Christopher J. Undi	100.00
Alexander S. Undi	100.00
Robert J. Undi	100.00
Susann T. Undi	100.00

ARTICLE VII - ADDITIONAL CONTRIBUTIONS OF CASH AND PROPERTY

No additional contributions of cash and property are required to be made to the Company, except as the Members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (hereinafter referred to as the "Regulations").

ARTICLE VIII - ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of such admissions shall be as set forth in the Regulations.

ARTICLE IX - CONTINUATION OF BUSINESS

Any rights of the remaining Members of the Company to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be as set forth in the Regulations.

ARTICLE X - MANAGEMENT

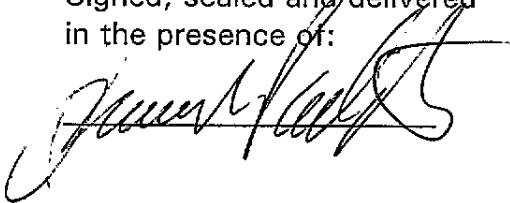
The management of the Company shall be reserved to C3D, INC., a Pennsylvania corporation ("Managing Member"). The Regulations, hereinafter referred to, shall require a majority vote of the Members for all decisions of the Company, one of which must be the Managing Member. The signature of a Managing Director of the Company signing on behalf of the Company or the signature of a party designated as an officer of the Company under the Regulations may be relied upon as sufficient evidence that the actions of the Company have been authorized by its Members.

ARTICLE XI - REGULATIONS

The Members of the Company shall hereafter adopt the Regulations for the purpose of setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Regulations shall be vested in the Members of the Company by written consent of a majority, one of which must be by the Managing Member.

IN WITNESS WHEREOF the undersigned Members have executed these Articles of Organization this 27th day of December, 1999.

Signed, sealed and delivered
in the presence of:



C3D, INC.
Managing Member

BY:


ROBERT J. UNDI, President

STATEMENT OF ACCEPTANCE

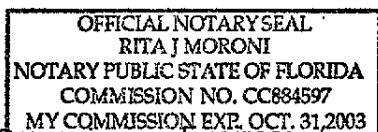
I, Peter Undi, am hereby familiar with and accept the obligations of the position of registered agent for said Company.


PETER UNDI, Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Peter Undi, freely and voluntarily under authority duly vested in him by said Company and that the seal affixed thereto is the true corporate seal of said Company. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of December 1999.



My Commission Expires.

Rita J. Moroni
Notary Public

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