

L 00000000509

HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 S. HYDE PARK AVENUE
TAMPA, FLORIDA 33606

January 6, 2000

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400003093664--1
-01/10/00--01118--002
****125.00 ****125.00

Re: Articles of Organization for Celadon Intn'l., LLC

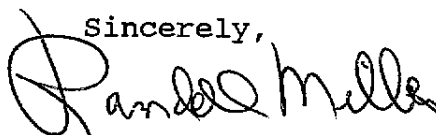
Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Organization for Celadon Intn'l., LLC. Please file the Articles, date stamp the copy, and return the copy to our office. Also enclosed is our check in the amount of \$125.00 to cover the cost of the following:

Filing fee	\$100.00
Registered Agent Fee	<u>25.00</u>
	\$125.00

Should you have any questions with regard to this matter, please do not hesitate to contact our office.

Sincerely,



Randell Miller

RM/bja
Enclosures

FILED
00 JAN 10 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/19/02

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

ARTICLE I

Name

The name of the limited liability company created hereby (hereinafter "the Company") is: **CELADON INTN'L., LLC**

ARTICLE II

Purpose

The Company's business activities shall include, but not be limited to, providing management training seminars, stress management services and work-life seminars. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and

FILED
00 JUN 10 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE III

Address

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

4807 Bayshore Blvd., Apt. D-8
Tampa, Florida 33611

ARTICLE IV

Duration

The existence of the Company shall commence upon the filing of these Articles of Organization, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

ARTICLE V

Admission of Additional Members

The members may admit additional members pursuant to unanimous written consent of the members in existence prior to the admission of any such additional member.

FILED
00 JAN 10 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

Right of Members To Continue Business

With the unanimous written consent of the remaining member or members, the remaining member or members of the Company, if any, shall be entitled to continue the business 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.

ARTICLE VII

Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Randell M. Miller.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.



Julie Anne Seligson

FILED
00 JAN 10 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

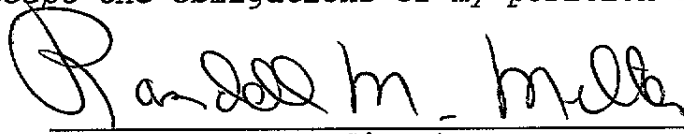
1. The name of the limited liability company is: Celadon
Intn'l., LLC
2. The name and the Florida street address of the registered agent are:

Randell M. Miller, Esquire
Name

315 South Hyde Park Avenue
Florida street address
(P.O. Box NOT ACCEPTABLE)

Tampa, Florida 33606
City, State and Zip

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



Signature

FILED
00 JAN 10 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA