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To:

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Fax Number : (850) 922-4003

From:

Account Name : UNGER, WEBSTER, SWARTWOOD & ACREE, P.A.  
Account Number : I19990000001  
Phone : (407) 425-6880  
Fax Number : (407) 425-0595

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DIVISION OF CORPORATIONS  
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W-1277

LIMITED LIABILITY COMPANY

Shoeb Enterprises, L.L.C

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION  
OF  
SHOEB ENTERPRISES, L.L.C.**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be Shoeb Enterprises, L.L.C.

**ARTICLE II  
DURATION**

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III  
ADDRESS**

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

c/o Unger, Webster, Swartwood & Acree, P.A.  
701 Peachtree Road  
Orlando, FL 32804

**ARTICLE IV  
REGISTERED AGENT**

The initial registered office of this Company shall be 701 Peachtree Road, Orlando, Florida 32804, and its initial registered agent at such office shall be UWSA Services, Inc.

Prepared by David A. Webster, Esq.  
Unger, Webster, Swartwood & Acree, P.A.  
701 Peachtree Road  
Orlando, FL 32804  
(407) 426-6880  
Florida Bar Number 291528

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## ARTICLE V ADDITIONAL MEMBERS

Pursuant to §608.407(1)(e), Florida Statutes, additional members may be admitted as provided in the operating agreement, as amended from time to time.

## ARTICLE VI CONTINUATION OF BUSINESS

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company shall have the right to continue the Company's business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of the member in this Company.

## ARTICLE VII MANAGEMENT OF THE COMPANY

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the operating agreement. Therefore, the Company shall be managed by manager(s). Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers. The members, at a meeting of the members held not less than annually, shall designate the managers and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Emad Shoeb  
Kevin Andersen

President/Treasurer  
Vice President/ Secretary

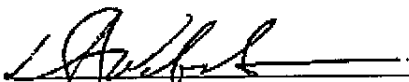
The address of the managers shall be as follows:

Emad Shoeb  
c/o Unger, Webster, Swartwood & Acree, P.A.  
Attn: David A. Webster, Esq.  
701 Peachtree Road  
Orlando, Florida 32804

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IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

  
David A. Webster, as the authorized  
representative of a member of the Company

Dated: January 7, 2000

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

Shoeb Enterprises, L.L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates UWSA, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 701 Peachtree Road, Orlando, Florida 32804.

DATED this 14<sup>th</sup> day of January, 2000.

  
David A. Webster, as the authorized  
representative of a member of the company

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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 14<sup>th</sup> day of January, 2000.

UWSA Services, Inc., a Florida corporation

By:   
David A. Webster, President

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