

L00000000/470

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850)922-4003

From: Account Name : GREENSPOON MARDER HIRSCHFELD RAKKIN ROSS & BERGER,
Account Number : 076064003722
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LIMITED LIABILITY COMPANY

OMNIPLEX ZLANDEX, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	03
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is Omniplex Zlandex, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 30 years thereafter.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1180 Spring Centre South Boulevard, Suite 212, Altamonte Springs, Florida 32714.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Michael E. Marder, 135 W. Central Boulevard, Suite 1100, Orlando, Florida 32801.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Omniplex Capital Ventures I, Inc.
1180 Spring Centre South Boulevard, Suite 212
Altamonte Springs, Florida 32714

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

ARTICLE VII - Members' Rights to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on 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 Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 31 day of JAN, 2000.



Albert Auger, Authorized Member

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Omniplex Zlandex, L.L.C.

2. The name and address of the registered agent and office is:

Michael E. Marder
135 W. Central Boulevard, Suite 1100
Orlando, Florida 32801


Albert Auger, Authorized Member

STATE OF FLORIDA
DIVISION OF CORPORATIONS
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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.


Michael E. Marder

2/8/00
(Date)