



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 2000

BRIAN C. KARSEN
1111 LAKE WELDONA DR.
ORLANDO, FL 32806

SUBJECT: THE CD GROUP LLC
Ref. Number: W00000002281

We have received your document for THE CD GROUP LLC and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 600A00003764

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**ARTICLES OF ORGANIZATION
FOR
THE CD GROUP, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled "Florida Limited Liability Company Act," do hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of the company shall be: **The CD Group, L.L.C.** (The "Company")

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 5929 Northwest 125th Avenue, Coral Springs, Florida, 33076, or such other place as the members of the Company may determine from time to time.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company in the State of Florida is 111 Lake Weldon Drive, Orlando, Florida, 32806.

The name of the registered agent is Brian C. Karsen, Esq.

ARTICLE IV - DURATION

The period of duration for the Company shall be perpetual unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of the member, unless the business of the Company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the limited liability company subsequent to the foregoing events.

ARTICLE V - MANAGEMENT

The Company is to be managed by its members as provided in the Operating Agreement of the Company. Toshikazu Dezaki shall serve as the initial managing member until the first annual meeting of the members.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of

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the admissions shall be:

Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, insanity, 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, or if any member transfers all or a portion of his interest in the company, shall be:

The remaining members of the company may continue the business upon the termination of membership of a member in the Company on unanimous agreement and as provided in the Operating Agreement of the Company.

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

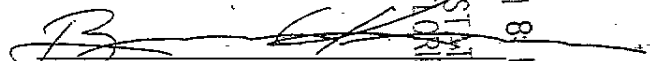
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **The CD Group, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Brian C. Karsen, Esq. at 1111 Lake Weldon Drive, Orlando, Florida 32806.

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.

Dated this 20th day of November, 1999.


Brian C. Karsen

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