

CSC **THE UNITED STATES**
REFORMATION
COMPANY

L00000002403

ACCOUNT NO. : 072100000032

REFERENCE : 609067 81599A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 155.00

ORDER DATE : March 2, 2000

ORDER TIME : 10:09 AM

ORDER NO. : 609067-005

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CUSTOMER NO: 81599A

CUSTOMER: Christopher Cathcart, Esq
OSSINSKY & CATHCART, P.A.
OSSINSKY & CATHCART, P.A.
210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: STANDARD PROPERTY COMPANY
UK, L.L.C.

EFFECTIVE DATE:—

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER

L00-2403

Name	<i>OK 3-2</i>
Availability	<i>OK</i>
Updater	<i>OK</i>
Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
STANDARD PROPERTY COMPANY UK, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, do hereby certify as follows:

**ARTICLE I
NAME**

The name of the limited liability company is STANDARD PROPERTY COMPANY UK, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is: 3361 W. Vine Street, Suite 208, Kissimmee, FL 34741.

**ARTICLE III
DURATION**

The period of duration of the Company will be from the date of the filing of these Articles of Organization until December 31, 2029.

**ARTICLE IV
MANAGEMENT**

The Company will be managed by Managers. The initial Managers (the "Managers") of the Company will be:

Steve Parmee
3361 W. Vine Street, Suite 208
Kissimmee, FL 34741

Ray Smith
3361 W. Vine Street, Suite 208
Kissimmee, FL 34741

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**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted to the Company upon the approval of all Members.

**ARTICLE VI
REGULATIONS AND OPERATING AGREEMENT**

The management and affairs of the Company will be conducted in accordance with the Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

**ARTICLE VII
TERMINATION OF MEMBERSHIP
AND CONTINUANCE OF BUSINESS**

The Company will not be dissolved upon the retirement, resignation or expulsion of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

**ARTICLE VIII
PURPOSE**

The Company's business and purpose shall consist solely of ownership and management of various properties in the State of Florida and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE IX
TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity, and insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

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**ARTICLE X
EFFECT OF BANKRUPTCY,
DEATH OR INCOMPETENCE OF A MEMBER**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetence of a Member will not cause the termination or dissolution of the Company and the business of the Company will continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member will have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Units (as defined in the Operating Agreement) will be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

**ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 3361 West Vine Street, Suite 208, Kissimmee, Florida 34741, and the name of the initial registered agent of the Company at that address is Ray Smith.

**ARTICLE XII
TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

**ARTICLE XIII
SEPARATENESS/OPERATIONS MATTERS**

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;

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(d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(h) conduct business in its own name, and use separate stationery, invoices and checks;

(i) not commingle its assets or funds with those of any other person; and

(j) not assume, guarantee or pay the debts or obligations of any other person.

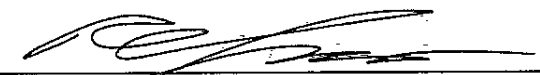
ARTICLE XIV EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY OF A MEMBER

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2 day of

Secretary Dec., 1999.


STEVEN PARMEE, Manager


RAY SMITH, Manager

**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: STANDARD PROPERTY COMPANY UK, L.L.C.


2. The name and the Florida street address of the registered agent and office are:

Ray Smith
3361 W. Vine Street, Suite 208
Orlando, Florida 34741

By: 
RAY SMITH, Manager

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 2 day of December, 1999.


RAY SMITH

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