

ACCOUNT NO. : 072100000032

REFERENCE:

610312

AUTHORIZATION:

COST LIMIT :

ORDER DATE: March 2, 2000

ORDER TIME :

11:36 AM

ORDER NO. :

610312-005

CUSTOMER NO:

7207118

CUSTOMER:

Ms. Wendy Wagner

MS. WENDY WAGNER MS. WENDY WAGNER

225 East Robinson Street

Suite# 200

Orlando, FL 32801

DOMESTIC FILING

NAME:

TEAM ZHA, A JOINT VENTURE LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE DIVISION OF CORPORATIONS TO VICE PLORIDA

TS:S M9 1S A9A 00

RECEIVED

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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The name of the Limited Liability Company is:

TEAM ZHA, A JOINT VENTURE LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company

225 EAST ROBINSON STREET, SUITE #200, ORLANDO, FLORIDA 32801

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

CORPORATION SERVICE COMPANY

Name

1201 HAYS STREET

Florida street address (P.O. Box NOT acceptable)

TALLAHASSEE FL 32301

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

AUTHORIZED REPRESENTATIVE, LAURA R. DUNLAP

Typed or printed name of signee

FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)

<u>MEMBERS</u>

RICHARD W. ZIPPERLY 8720 BECKINGHAM PLACE ORLANDO, FLORIDA 32836

ANDREW J. MURRAY
723 MONMOUTH WAY
WINTER PARK, FLORIDA 32792

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to dominates in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of TEAM ZHA, A JOINT VENTURE LLC (the "LLC"), a Florida

limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this day of

Mary Keck

Mary Keck

Typed or Printed Name

Witness

Witness

Wendy Wagner

TYPED OR PRINTED NAME