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LAW OFFICES

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SUNTRUST FINANCIAL CENTRE - SUITE 2200
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200 EAST BROWARD BOULEVARD
SUITE 1900
FT. LAUDERDALE, FLORIDA 33301

(954) 462-9500

May 9, 2000

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****155.00 ****155.00

VIA UPS NEXT DAY AIR
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: CimLink Real Estate Services, L.C.

FILED
00 MAY 10 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed are the original of the Articles of Organization of CimLink Real Estate Services, L.C. and Statement Designating Registered Agent and Office. Please have the enclosed filed with the Florida Secretary of State, Division of Corporations and return a certified copy of record of same to the attention of the undersigned at the Tampa, Florida address referenced in the letterhead hereof.

Also enclosed please find check no. 25935 in the amount of $155.00 which represents payment of the following: ① mailing address

Filing Fee-Florida Articles of Organization	$100.00
Registered Agent Designation	25.00
Certified Copy of Record	30.00
TOTAL	$155.00

Name Availability	
Document Examiner	DCC
Update	DCC
Updater Verifyer	DCC
Acknowledge	
W. P. Verifyer	DCC

Mary Raymer GAVE
AUTHORIZATION BY PHONE TO
~~CORRECT~~ add mailing address

DATE 5/15/00

DOC. EXAM dcc

2 pages

L00000005551

Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me directly at (813)223-4800 rather than returning the unfiled Articles of Organization.

Sincerely,

Mary L. Raymer

Mary L. Raymer
Legal Assistant

EVR:mr
Enclosures
I:\W-RE\11108\063\SOS.ltr
10/14/98

ARTICLES OF ORGANIZATION OF CIMLINK REAL ESTATE SERVICES, L.C.,
a Florida limited liability company

FILED
00 MAY 10 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be CIMLINK REAL ESTATE SERVICES, L.C., and its principal office shall be located at c/o Ciminelli Development Company, Inc., 350 Essjay Road, Suite 101, Williamsville, New York 14221, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address is the same.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Limited Liability Company to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Limited Liability Company, is to engage solely in the following activities:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm,

association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this Limited Liability Company. This Article may be amended from time to time in the Operating Agreement and Regulations of the Limited Liability Company by a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV

MANAGEMENT

Management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

Frank L. Ciminelli	4994 Strickler Road, Clarence, NY 14031
Paul F. Ciminelli	89 Maynard Dr., Eggertsville, NY 14226
John A. Ciminelli	6350 Woodland Court, East Amherst, NY 14051
William B. Stark, Jr.	22 Wynngate Lane, Williamsville, NY 14221
James F. Dentinger	10555 Royal Oak Drive, Clarence, NY 14031
Fred M. Krajacic	24 Melody Lane, Tonawanda, NY 14150
Thomas C. McGeachy	3004 Harbor View Avenue, Tampa, FL 33611

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit members upon consent of the holder or holders of a majority of the Membership Interests in the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with written consent of the holder or holders of a majority of the

Membership Interests in the Limited Liability Company, or as otherwise provided in the Operating Agreement and Regulations of the Limited Liability Company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

Capital contributions in the amount of $10,000.00 cash shall be paid to the Limited Liability Company by the members in the following amounts:

Frank L. Ciminelli	$2,760.00
Paul F. Ciminelli	$2,070.00
John A. Ciminelli	$2,070.00
William B. Stark, Jr.	$1,000.00
James F. Dentinger	$1,000.00
Fred M. Krajacic	$1,000.00
Thomas C. McGeachy	$100.00

Additional contributions will be made as required for investment purposes, as determined by the holders of a majority of the distributive shares of the profits of the Limited Liability Company, as provided in Article VII. Members will make contributions in proportion to their respective distributive shares.

ARTICLE VII

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits specified as follows:

Frank L. Ciminelli	27.6%
Paul F. Ciminelli	20.7%
John A. Ciminelli	20.7%
William F. Stark, Jr.	10%
James F. Dentinger	10%
Fred M. Krajacic	10%
Thomas C. McGeachy	1%

The distributive share of the profits shall be determined and paid to the members as provided by the regulations of the company, or as determined by the members.

(b) *Losses.* All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Frank L. Ciminelli	27.6%
Paul F. Ciminelli	20.7%
John A. Ciminelli	20.7%
William B. Stark, Jr.	10%
James F. Dentinger	10%
Fred M. Krajacic	10%
Thomas C. McGeachy	1%

ARTICLE VIII

DURATION

This Limited Liability Company shall exist until March 31, 2025 unless it is earlier dissolved in a manner provided by law or as provided in the Operating Agreement and Regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 401 East Jackson Street, Suite 2200, City of Tampa, County of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is Lawrence J. Bailin.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of CIMLINK REAL ESTATE SERVICES, L. C.

Executed by the undersigned at Williamsville, New York, on May 2, 2000.

FRANK L. CIMINELLI

JOHN A. CIMINELLI

PAUL F. CIMINELLI

WILLIAM B. STARK, JR.

JAMES F. DENTINGER

FRED M. KRAJACIC

THOMAS C. McGEACHY

FILED
00 MAY 10 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/20/00

STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE

FILED
00 MAY 10 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York)
)ss
County of Erie)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is CIMLINK REAL ESTATE SERVICES, L.C.

The name of the registered agent for CIMLINK REAL ESTATE SERVICES, L.C. is Lawrence J. Bailin and the street address of the company's registered office where the agent is located is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602..

This statement is to acknowledge that, as indicated above, CIMLINK REAL ESTATE COMPANY, L.C. has appointed me, Lawrence J. Bailin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 4/19, 2000.

PREMIER CORPORATE CENTER II, L.C.

By: Wm B Stark

Print Name: William B. Stark, Jr.
Title: Member

Lawrence J. Bailin

Print Name: Lawrence J. Bailin
As Registered Agent

The foregoing instrument was acknowledged before me this 19th day of April, 2000, by William B. Stark, Jr., member on behalf of CIMLINK REAL ESTATE SERVICES, L.C., a limited liability company. He is personally known to me or has produced ______________________ as identification.

Mary Lou Scharf

Printed Name:______________________
Notary Public
Serial Number (if any):______________________

MARY LOU SCHARF
Notary Public, State of New York
Qualified in Erie County
My Commission Expires April 1, 2001

My Commission Expires:

(NOTARY SEAL)

The foregoing instrument was acknowledged before me this 9th day of May, 2000, by Lawrence J. Bailin, as Registered Agent of CIMLINK REAL ESTATE SERVICES, L.C., a limited liability company. He is personally known to me ~~or has produced~~ ______________________ ~~as identification.~~

Evonne M. Baker

Printed Name:______________________
Notary Public
Serial Number (if any):______________________

My Commission Expires:

(NOTARY SEAL)

EVONNE M. BAKER
MY COMMISSION # CC 771387
EXPIRES: September 19, 2002
Bonded Thru Notary Public Underwriters

C:\TEMP\CLDESRA1.WPD
3/22/99