

L 000000008273

June 15, 1990

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Ladies and/or Gentlemen:

Enclosed please find an original and one copy of the proposed Articles of Organization for NEXT LEVEL L.C., a proposed domestic limited liability company. Please file the Articles of Organization and return a certification and file-stamped copy of the Articles to the address indicated below. Also enclosed is the required Affidavit to Membership and Contributions.

A check is enclosed payable to the Florida Department of State for \$133.75, representing the filing fee (\$100.00), registered agent fee (\$25.00), and certified copy fee (\$8.75).

Thank you for your assistance in this matter. Please contact the undersigned should you require additional information or have any questions concerning the foregoing.

Sincerely,



Walter J. Sunderlin, Organizer
8515 Grinstead Court
Orlando, Florida 32825
Daytime Telephone: (407) 380-9191, Ext. 114

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TALLAHASSEE, FLORIDA

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[Handwritten initials and stamps in a grid]

July 11, 2000

Ms. Tammi Cline
Document Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314


Dear Ms. Cline:

Enclosed please find the corrected copy of the Articles of Organization for NEXT LEVEL L.C., as requested in your letter of June 22, 2000, a copy of which is also enclosed (Letter Number 600A00035569). The following corrections/additions were made:

1. The mailing address was indicated, in addition to the principal place of business.
2. A signature of the authorized representative was also added. I am that representative, in addition to being an Organizer, which you advised me in our telephone conversation today was acceptable.
3. The Affidavit of Membership and Capital Contributions has been removed, as it is no longer required.

I trust the document as corrected is now acceptable and can be processed. Please advise me if anything further is required.

Sincerely,



Walter J. Sunderlin
8515 Grinstead Court
Orlando, Florida 32825
(407) 380-9191, Ext. 114
Fax (407) 381-9476

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 2000

WALTER J SUNDERLIN
8515 GRINSTEAD COURT
ORLANDO, FL 32825

SUBJECT: NEXT LEVEL L.C.
Ref. Number: W00000016005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for NEXT LEVEL L.C. and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The articles of organization must be signed by a authorized representative not the organizer.,

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00035569

Articles of Organization
of

NEXT LEVEL L.C.

The undersigned natural person(s), of the age of eighteen years or more, acting as organizers of a limited liability company under the State of Florida Limited Liability Company Act, adopt(s) the following Articles of Organization for such limited liability company.

Article 1. *Name of Limited Liability Company.* The name of this limited liability company is NEXT LEVEL L.C.

Article 2. *Registered Office and Registered Agent.* The initial registered office of this limited liability company and the name of its initial registered agent at this address are:

Walter J. Sunderlin
8515 Grinstead Court
Orlando, Florida 32825

Article 3. *Statement of Purposes.* The purposes for which this limited liability company is organized are:

- 1) Provide business and process improvement (reengineering) consulting services.
- 2) Provide interim operational and/or financial management services.

Article 4. *Management and Names and Addresses of Initial Members.* The management of this limited liability company is reserved to the members. The names and addresses of its initial members are:

Michael E. Vestal, 1690 Myrtle Lake Hills Road, Longwood,
Florida 32750

Operations Services, Inc., 3733 Running Water Drive,
Orlando, Florida 32829

Walter J. Sunderlin, 8515 Grinstead Court, Orlando,
Florida 32825

Article 5. *Principal Place of Business and Mailing Address of the Limited Liability Company.* The principal place of business of the limited liability company shall be:

8515 Grinstead Court, Orlando, Florida 32825

The mailing address shall be:

8515 Grinstead Court, Orlando, Florida 32825

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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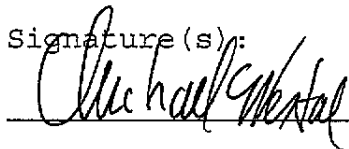
The existing members of this L.C. must approve the admission of new members by a unanimous vote. Upon such approval, new members shall be accorded all rights associated with membership in this L.C.

Article 6. Period of Duration of the Limited Liability Company. The period of duration of the limited liability company shall be perpetual. Notwithstanding the foregoing, the unanimous approval of the remaining members is required to continue the business of this limited liability company upon 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 this limited liability company.


In Witness Whereof, the undersigned organizer(s) of this limited liability company have signed these Articles of Organization on the date indicated.

Date: June 15, 2000

Signature(s):



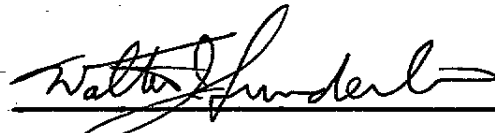
Michael E. Vestal, Organizer



Pierre G. Leroux, President, Operations Services, Inc.,
Organizer



Walter J. Sunderlin, Organizer



Walter J. Sunderlin
Authorized Representative

REGISTERED AGENT ACCEPTANCE:

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.



Walter J. Sunderlin

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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