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AUTHORIZATION : *Patricia Pyjunt*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 24, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 773284-010

CUSTOMER NO: 4338438

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CUSTOMER: Dana Knollenberg, Legal Asst  
Ginsberg & Brusilow, P.c.

14785 Preston Road  
Suite 750, Lb 64  
Dallas, TX 75240

DOMESTIC FILING

NAME: STERLING FLORIDA MANAGEMENT  
SERVICES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156  
EXAMINER'S INITIALS:

*L-8732*

*71 LLC  
PC*

*(5)*

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00 JUL 24 PM 12:11  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**STERLING FLORIDA MANAGEMENT SERVICES, L.L.C.**

The undersigned, being the Managing Member of Sterling Florida Management Services, L.L.C., a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is Sterling Florida Management Services, L.L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State and shall continue perpetually, unless otherwise dissolved pursuant to the Company's Operating Agreement.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

P. O. Box 1984  
McKinney, Texas 75070

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

3225 Aviation Avenue, Seventh Floor  
Coconut Grove, Florida 33133

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## **ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301-2607

## **ARTICLE VI. MANAGING MEMBER**

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The Managing Member, who is SDC Florida Management Services, Inc., a Florida corporation, shall have the sole and exclusive right and authority to manage the Company and its business and shall serve as the Managing Member of the Company until such member ceases to be the Managing Member as set forth in the Company's Operating Agreement. Any Co-Manager shall have only those rights set out to the Co-Manager in the Operating Agreement. The mailing address of the Managing Member is:

P. O. Box 1984  
McKinney, Texas 75070

## **ARTICLE VII. RETURN OF CAPITAL**

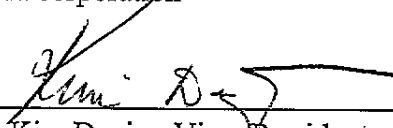
No member shall have the right to demand the return of his or its contribution to capital except as provided in the Operating Agreement then in existence.

## **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION; TO THE COMPANY'S OPERATING AGREEMENT**

Amendments to either these Articles of Organization or to the Company's Operating Agreement may be proposed by the Managing Member or any other member of the Company. Following such proposal, the Managing Member shall submit to the other members a verbatim statement of any proposed amendment, providing that counsel for the Company shall have approved of the same in writing as to form, and the Managing Member shall include in any such submission a recommendation as to the proposed amendment. The Managing Member shall seek the written vote of the Members on the proposed amendment or shall call a meeting to vote thereon. A proposed amendment shall be adopted if it receives the unanimous vote of the Managing Member and all the other members of the Company.

IN WITNESS WHEREOF, the undersigned Managing Member of the Company has executed the foregoing Articles of Organization this 24<sup>th</sup> day of July, 2000.

**SDC FLORIDA MANAGEMENT SERVICES, INC.,**  
a Florida corporation

By:   
Kim Dozier, Vice-President

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TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 of the Act:

Having been appointed registered agent of Sterling Florida Management Services, L.L.C., a Florida limited liability company, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

EXECUTED this 24<sup>th</sup> day of July, 2000.

**CORPORATION SERVICE COMPANY**

By: 

Name: BRIAN COURTNEY, ASST. V.P.

Title: AS ITS agent

Date: 7/24/2000

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