

**BRASHEAR & ASSOCIATES, P.L.**  
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BRUCE BRASHEAR  
AMY SINELLI

August 14, 2000

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500003356305--2  
-08/15/00-01032-004  
\*\*\*155.00 \*\*\*155.00

RE: CAERUS FIRSTROUND PARTNERS, L.C.

Gentlemen:

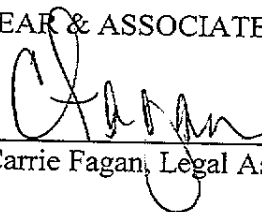
Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$155.00 representing the following:

Filing Fee	\$ 100.00
Certificate Designating Resident Agent	25.00
Certified Copy of Articles of Organization	30.00

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

By:   
Carrie Fagan, Legal Assistant

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00 AUG 14 PM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
CAERUS FIRSTROUND PARTNERS, L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is Caerus FirstRound Partners, L.C. (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The Company shall terminate on October 1, 2099.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is as follows: 12085 Research Drive, Alachua, FL 32615. The name and address of the Company's initial registered agent in the State of Florida is as follows: Sheldon M. Schuster, 12085 Research Drive, Alachua, FL 32615.

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

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**ARTICLE VI  
MANAGEMENT**

The Company will be managed by Sheldon M. Schuster and Weaver H. Gaines, in accordance with the Company's regulations. The names and business addresses of the managers are as follows:

<u>Name</u>	<u>Address</u>
Sheldon M. Schuster	12085 Research Drive Alachua, FL 32615
Weaver H. Gaines	13709 Progress Blvd., Box 13 Alachua, FL 32615

**ARTICLE VII  
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

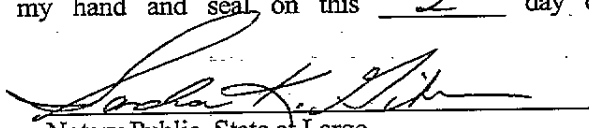
IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 2 DAY OF August, 2000.

  
SHELDON M. SCHUSTER

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

Before me personally appeared Sheldon M. Schuster who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Caerus FirstRound Partners, L.

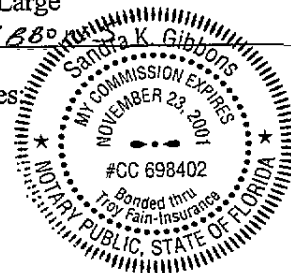
In witness whereof, I have hereunto set my hand and seal, on this August day of 2000.

  
Notary Public, State at Large

SANDRA K. GIBBONS

Printed Name

My Commission Expires



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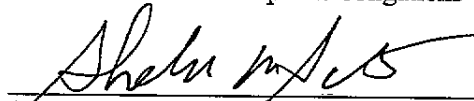
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CAERUS FIRSTROUND PARTNERS, L.C.
2. The name and address of the registered agent and office is:

Sheldon M. Schuster  
12085 Research Drive  
Alachua, FL 32615

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.

  
\_\_\_\_\_  
**SHELDON M. SCHUSTER**  
Registered Agent

Date: 2 Aug 00

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TALLAHASSEE, FLORIDA