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HUNTON &
WILLIAMS

ONE BISCAYNE TOWER
SUITE 2500
2 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1802

TEL 305 • 810 • 2500
FAX 305 • 810 • 2460

OLGA L. DUQUE
DIRECT DIAL: 305 • 810 • 2542
EMAIL: oduque@hunton.com

October 12, 2000

FILE NO: 99999.309

Via FedEx

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/16/00--01128--015
*****310.00 *****155.00

Re: GL Ventures, LLC & GLA, LLC

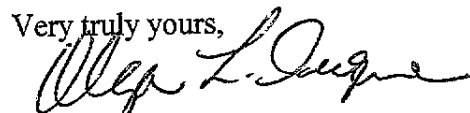
Dear Sir or Madam:

We are enclosing for filing with your office Articles of Organization for each of the above-referenced limited liability companies.

Also enclosed is our check in the sum of \$310.00 in payment of the filing fees and certified copy fees.

If you have any questions regarding this matter, please do not hesitate to call.

Very truly yours,



Olga L. Duque
Certified Legal Assistant

Encs.

cc: Abigail C. Watts-FitzGerald, Esq.

Doc #: 27864; V. 1

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00 OCT 16 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
GLA, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is GLA, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2255 Glades Road, Suite 324-A, Boca Raton, Florida 33431.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is David A. Wallace. The Florida street address of the initial registered agent of the Company is 2255 Glades Road, Suite 324-A, Boca Raton, Florida 33431.

**ARTICLE VI
MANAGEMENT**

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

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ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of GLA, LLC has executed these Articles of Organization as of October 12, 2000.

By: 
Abigail C. Watts-FitzGerald, as
authorized representative of the
Members

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

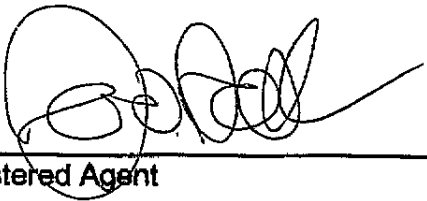
WITNESSETH:

That GLA, LLC desiring to organize under the laws of the State of Florida, has named David A. Wallace, located at 2255 Glades Road, Suite 324-A, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 12 day of October, 2000.



Registered Agent

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