

LAW OFFICES
SALAS, EDE, PETERSON & LAGE, L.L.C.

6361 SUNSET DRIVE
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HENRY SALAS
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GUSTAVO LAGE

TELEPHONE: (305) 663-0000
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EMAIL: GLAGE@SEPLLAW.COM

LO10000001508

January 17, 2001

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

000003556110--9
-01/19/01--01095--007
***138.75 ***138.75

Re: Articles of Organization for IDVI, Inc.

Dear Sirs:

Enclosed herein please find the Articles of Organization and check No. 3291 in the amount of \$138.75. This check represents payment for the filing fee, registered agent, certified copy and certificate of status for the above referenced company. Please remit a Certified Copy to our address above.

Should you have any questions relating to the matters contained herein, please do not hesitate to contact me at (305) 663-0000.

Very truly yours,

[Signature]
Raul Salas, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 30 PM 12:36

APPROVED
AND
FILED

Enclosures

RS/mtd.

7-101-1555
YB
1-30-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 22, 2001

Capital Connection, Inc.
417 E. Virginia St.
Ste. #1
Tallahassee, FL 32301

SUBJECT: IDVI, L.L.C.
Ref. Number: W01000001555

We have received your document for IDVI, L.L.C. and your check(s) totaling \$138.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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: 801A00003392

Corrected

01 JAN 30 PM 12:36 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
01 JAN 30 AM 11:10

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 22, 2001

RAUL SALAS
6361 SUNSET DRIVE
SALAS, EDE, PETERSON & LAGE, L.L.C.
SOUTH MIAMI, FL 33143

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IDVI, L.L.C.

ARTICLES OF ORGANIZATION

The undersigned being a duly authorized representative and Member and acting as the organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the Limited Liability Company shall be IDVI, L.L.C. (the "Company").

ARTICLE II

DURATION

The period of the Company's duration shall commence on the date of filing these Articles of Organization and shall exist perpetually, unless terminated: (1) in accordance with the Company's Regulations; (2) by the unanimous written agreement of all Members; (3) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member; or (4) upon the occurrence of any other event which terminates the continued membership of a Member. Upon any such termination, however, the existence and business of the Company may be continued with the consent of all remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE III

PURPOSE

The Company is being formed to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

IDVI, L.L.C.
6900 Yumuri Street
Coral Gables, Florida 33146

ARTICLE V

REGISTERED AGENT

The name and street address for the initial Registered Agent of the Company in the State of Florida is:

Michael P. Peterson, Esq.
Salas, Ede, Peterson & Lage, L.L.C.
6361 Sunset Drive
South Miami, Florida 33143

A written statement as prescribed by the Florida Department pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company.

ARTICLE VII

MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner set forth in the Company's Regulations. The Manager shall have the right and responsibilities accorded him under the Company's Regulations. The name and address of the initial Manager is as follows:

APPROVE
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TALLAHASSEE, FLORIDA

Paul N. Waddell
6900 Yumuri Street
Coral Gables, Florida 33146

The Manager shall serve in such capacity until his successor(s) is (are) duly elected, or otherwise appointed, and qualified.

ARTICLE VIII

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be solely and exclusively vested in the Members of the Company.

ARTICLE IX

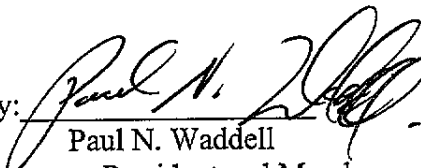
AFFIDAVIT

Attached to these Articles of Organization and otherwise incorporated herein is the Affidavit required by Section 608.407(2), Florida Statutes.

In WITNESS WHEREOF, the undersigned, as Member, has executed these Articles of Organization on this 12th day January, 2001.

IDVI, L.L.C.

By:


Paul N. Waddell
as President and Member

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the following is submitted on behalf of IDVI, L.L.C. (the "Company"):

The Company, desiring to organize under the laws of the State of Florida with its initial office, as indicated in the Articles of Organization, at 6900 Yumuri Street, Coral Gables, Florida 33146 has named Michael P. Peterson, Esq., Salas, Ede, Peterson & Lage, L.L.C., 6361 Sunset Drive, South Miami, Florida 33143, as its agent to accept service of process in this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and I am familiar with, and accept, the obligations of that position.

Dated this 12th day of January, 2001.

SALAS, EDE, PETERSON &
LAGE, L.L.C.
6361 Sunset Drive
South Miami, Florida 33143
Telephone: (305) 663-0000

By: _____

Michael P. Peterson, Esq.

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AND
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