

FEB-01-2001 11:45

P.01/04

L01000000/691

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000013139 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.
Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

DRB 01-7808

LIMITED LIABILITY COMPANY

Caracas Venture, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED

01 FEB -1 PM 1:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

01 FEB -1 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CARACAS VENTURE, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("**Articles**") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "**Company**") shall be:

Caracas Venture, LLC

ARTICLE II

Principal Office and Mailing Address

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

14308 Walsingham Road
Largo, Florida 33774

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602, and the initial registered agent of the Company at such office shall be David R. Brittain. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Business and Purposes

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

FILED
01 FEB - 1 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Management of Business

The Company shall be a manager-managed company.

ARTICLE VI

Operating Agreement

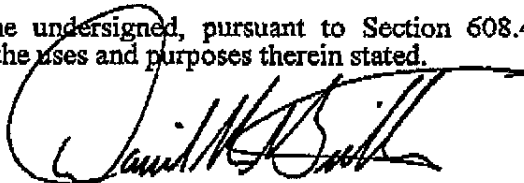
The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE VII

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



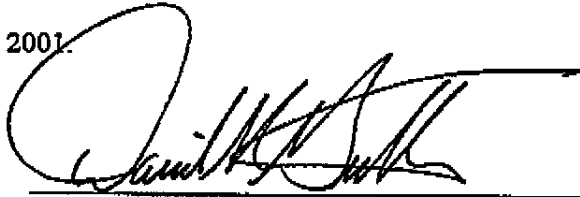
David R. Brittain, Authorized Representative

FILED
01 FEB - 1 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARACAS VENTURE, LLC
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 31st day of January, 2001.



DAVID R. BRITTAIN

FILED
01 FEB - 1 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA