



THE UNITED STATES
CORPORATION
COMPANY

L010000001771

ACCOUNT NO. : 072100000032

REFERENCE : 988230 81505A

AUTHORIZATION :

Patricia Pigg

COST LIMIT : \$ 125.00

ORDER DATE : February 2, 2001

ORDER TIME : 12:48 PM

ORDER NO. : 988230-010

CUSTOMER NO: 81505A

400003631124--5

CUSTOMER: Sam Reiber, Esq
Linsky & Reiber

Suite 200
601 East Twigg Street
Tampa, FL 33602

DOMESTIC FILING

NAME: MILL POND, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS:

01 FEB -2 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
AND
FILED

01 FEB -2 PM 1:00
RECEIVED
DIVISION OF CORPORATION

JB
22-01

ARTICLES OF ORGANIZATION
OF
MILL POND , LLC

The undersigned hereby certifies that we have associated ourselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and communities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of said limited liability company.

ARTICLE I

NAME

The name of this limited liability company shall be MILL POND, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of this limited liability company shall be at 1525 West Hillsborough Avenue, Tampa, Florida 33603.

ARTICLE III

EXISTENCE

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to the following whose name and address is:

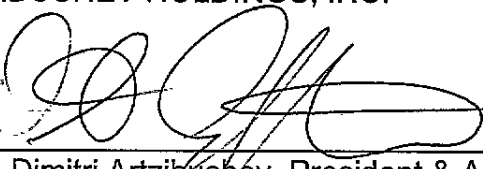
Dimitri Artzibushev, President
Artzibushev Holdings, Inc.
1525 W. Hillsborough Ave.
Tampa, Florida 33603

Stephen J. Dibbs
5277 Ehrlich Road
Tampa, Florida 33624

IN WITNESS WHEREOF, I have signed the Articles of Organization and acknowledge them this 1st day of February, 2001.

ARTZIBUSHEV HOLDINGS, INC.

By: _____


Dimitri Artzibushev, President & Authorized
Representative of a Member

In accordance with Section 608.408(c), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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AND
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01 FEB - 2 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is Mill Pond, LLC.
2. The name and street address of the registered agent is:

Sam I. Reiber, Esquire
601 E. Twiggs St., Suite 200
Tampa, Florida 33602

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent 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. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



SAM I. REIBER, Registered Agent

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TALLAHASSEE, FLORIDA