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ROBERT L. UNDERWOOD, P.A.  
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- \* Licensed in D.C. & Florida only
- † Licensed in North Carolina, Kentucky, & Georgia only
- ‡ Licensed in Florida, Louisiana, & Kentucky only
- + Licensed in Florida & Ohio only
- # Licensed in California & Nevada only

February 14, 2001

Florida Secretary of State  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

500003707065--8  
-02/16/01--01065--014  
\*\*\*125.00 \*\*\*125.00

Re: WISE GUYS OF ORLANDO, LLC  
Articles of Organization

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Organization for the above-named limited liability company. In addition, a check in the sum of \$125 is enclosed for this filing and registered agent designation.

Please file the original of the enclosed and return a copy to the undersigned.

Robert L. Underwood  
4000 WestChase Blvd., Suite 410  
Raleigh, NC 27607

Respectfully submitted,

*RLU*  
Robert L. Underwood

FILED  
MAR 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L01-2554  
OR

**ARTICLES OF ORGANIZATION FOR  
LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is:

WISE GUYS OF ORLANDO, LLC

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

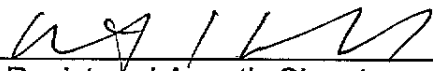
5795 W. IRLO BRONSON MEMORIAL HIGHWAY  
5796 KISSIMMEE, FLORIDA 34646

**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S  
SIGNATURE**

The name and the Florida street address of the registered agent are:

ROBERT L. UNDERWOOD  
537 EAST PARK AVENUE  
TALLAHASSEE, FL 32301

*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 as provided for in Chapter 608, F.S..*

  
\_\_\_\_\_  
Registered Agent's Signature

SECRETARY OF STATE  
01 FEB 15 09 15:00

FILED

**ARTICLE IV  
MANAGEMENT (Check box if applicable)**

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

(An additional article must be added if an effective date is requested)

**ARTICLE V  
OTHER PROVISIONS**

To the full extent from time to time permitted by law, no person who is serving or who has served as a manager of the limited liability company shall be personally liable in any action for monetary damages for breach of his or her duty as a manager, whether such action is brought by or in the right of the limited liability company or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Organization inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a manager of the limited liability company with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or risen, prior to such amendment, repeal or adoption.

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ROBERT L. UNDERWOOD  
Typed or printed name of signee

FILED  
01 FEB 16 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA