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	ACCOUNT NO.: 072100000032	
	REFERENCE: 204960 . 143576AL	
	AUTHORIZATION:	O SI
	COST LIMIT : \$ 155.00	ECRECAPRILL
ORDER DATE	: April 5, 2001	SSA J
ORDER TIME	: 10:32 AM	ED PM 12: Y OF STA
ORDER NO.	: 104869-005	器 3
CUSTOMER NO	D: 143576A 50000)39606251
CUSTOMER:	Ms. Dana Hamlin John Lee Brewerton, Esq.	
	250 North Orange Avenue Suite #1700 Orlando, FL 32801	
	DOMESTIC FILING	9
MAM	E: URBAN LIFE MANAGEMENT, L.L.C.	RECEIVEID 01 APR -5 M II: 23 DIVISION OF CORPORATION
	EFFECTIVE DATE: _	-5 A
CERI	ICLES OF INCORPORATION TIFICATE OF LIMITED PARTNERSHIP ICLES OF ORGANIZATION	MED MII: 23 Poration
PLEASE RETU	JRN THE FOLLOWING AS PROOF OF FILING:	
XX CER	RTIFIED COPY AIN STAMPED COPY RTIFICATE OF GOOD STANDING	101-5299
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EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION

OF

URBAN LIFE MANAGEMENT, L.L.C. A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME AND DURATION

- 1. The name of the limited liability company (the "Company") is Urbani Life Management, L.L.C. The duration of the Company is perpetual. The effective date upon which this Company shall come into existence shall be the date these Articles are filed by the Department of State of the State of Florida.
- 2. The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on April 1, 2051, unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Regulations.

ARTICLE II PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is 23 North Summerlin Avenue, Orlando, Florida 32801.

ARTICLE III REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801. The name of the registered agent at such address is John L. Brewerton, III, P.A.

ARTICLE IV MANAGEMENT OF LIMITED LIABILITY COMPANY

The Company is to be managed by one or more Managing Members and is, therefore, a member-managed Company.

ARTICLE V **PURPOSES, POWERS AND RIGHTS**

- The nature of the business to be conducted or promoted and the purposes of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.
- In furtherance of its purposes, the Company shall have all of the general and conferred on a limited liability company by the Act. specific powers and rights granted to and conferred on a limited liability company by the Act.

<u>ARTICLE VI</u> **CAPITAL CONTRIBUTIONS**

The voting power of the Company shall be divided into percentage interests (the "Percentage Interests") based on the relative capital contributions made by the members.

ARTICLE VII **ORGANIZER**

The address of the organizer of this Company is 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801. The name of the organizer at such address is John L. Brewerton, III, P.A.

ARTICLE VIII **MEMBERS**

- The number of members of the Company shall initially be two (2), which number thereafter may be increased or diminished from time to time as provided by the Bylaws; provided, however, that there shall never be less than one. The initial Managing Members shall be:
 - 1. David D. Weblev
 - 2. Robert T. Sheiwiller
- 2. Additional members may be admitted to the Company, but only in accordance with the provisions of the Company's Regulations.

ARTICLE IX

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall have the right to continue the business of the Company on the death, bankruptcy, or dissolution of a member, or the occurrence of any other event as specified in the Regulations of the Company which results in the disassociation of a member from the

Company, upon the written consent of not less than a Majority Interest (hereinafter defined) of such remaining members to continue the business of the Company.

ARTICLE X AMENDMENT

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

ARTICLE XI

VOTING

- 1. The holders of fifty-one percent (51%) or more of the then outstanding contributed and not returned capital of the Company (the "Majority Interest" of the members) entitled to vote, represented in person or by written consent, shall constitute a quorum at a meeting of members, except as otherwise prescribed by law.
- 2. Each member attending a meeting shall vote his, her or its entire Percentage Interest or abstain as to any given issue. Notwithstanding the foregoing, any member abstaining from voting on a given issue will be deemed to have voted his, her or its Percentage Interest in the same manner and in the same proportions as the members not abstaining on the issue. Any member having a personal stake, other than the economic stake inuring to the member solely as a result of holding his, her or its Percentage Interest, in the outcome of an issue, shall abstain from voting on the issue unless all members have such a personal stake.

ARTICLE XII RULES AND REGULATIONS

The power to adopt, amend or repeal Rules and Regulations for the management of this Company shall be vested in the Managing Members.

ARTICLE XIII INDEMNIFICATION

The Company shall indemnify any organizer, manager or member, or any former organizer, manager or member, to the full extent permitted by applicable law.

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, does make, file and record these Articles of Organization, and does certify that the facts herein stated are true, and has accordingly hereunto set his hand and seal.

Dated at Orlando, Orange County, Florida, this day of April, 2001. **ORGANIZER:** STATE OF FLORIDA SS. **COUNTY OF ORANGE** SWORN TO AND SUBSCRIBED before me this 4 day of April, 2001, by John L. Brewerton, III, who is personally known to me. **NOTARY PUBLIC** Commission No.

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Limited Liability Company Act, the following is submitted run compliance with said statute:

That URBAN LIFE MANAGEMENT, L.L.C., a Florida limited liability company, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization in the City of Orlando, County of Orange, State of Florida, has named JOHN L. BREWERTON, III, P.A. located at 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT:

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, Florida Statutes.

REGISTERED AGENT:

JOHN L. BREWERTON, III, P.A.

DATED: 44/01

By:

John L. Brewerton, III