



THE UNITED STATES
CORPORATION
COMPANY

L01000005275

ACCOUNT NO. : 072100000032

REFERENCE : 104869 . 143576A
Patricia Riggs

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : April 5, 2001

ORDER TIME : 10:32 AM

ORDER NO. : 104869-005

CUSTOMER NO: 143576A

CUSTOMER: Ms. Dana Hamlin
John Lee Brewerton, Esq.

250 North Orange Avenue
Suite #1700
Orlando, FL 32801

FILED
01 APR -5 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: URBAN LIFE MANAGEMENT, L.L.C.

EFFECTIVE DATE: .

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165
EXAMINER'S INITIALS: *Q*

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DIVISION OF CORPORATION

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Q

**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 Urban 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.

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ARTICLE V
PURPOSES, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

2. In furtherance of its purposes, the Company shall have all of the general specific powers and rights granted to and conferred on a limited liability company by the Act.

ARTICLE VI
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

1. 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. Webley
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

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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.

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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 4th day of April, 2001.

ORGANIZER:

JOHN L. BREWERTON, III, P.A.

By:

John L. Brewerton, III

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STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

SWORN TO AND SUBSCRIBED before me this 4th day of April, 2001, by John L. Brewerton, III, who is personally known to me.

Dana M. Morgan
Signature

Dana M. Morgan
Print Name



Dana M Morgan
My Commission CC815088
Expires March 7, 2003

NOTARY PUBLIC
Commission No. 3/7/03

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Limited Liability Company Act, the following is submitted in 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:

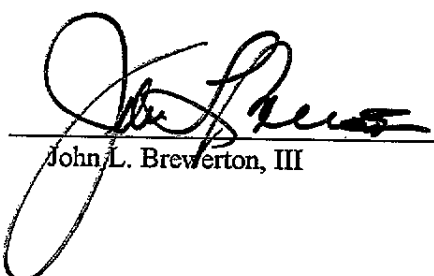
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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: 4/4/01

By:


John L. Brewerton, III

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