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BANK OF AMERICA CENTER  
390 NORTH ORANGE AVENUE

LITCHFORD & CHRISTOPHER  
PROFESSIONAL ASSOCIATION  
*Attorneys and Counselors at Law*

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May 10, 2001

Via Federal Express

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

500004213295--6  
-05/11/01--01144--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: AC Acquisitions, LLC

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Organization for AC Acquisitions, LLC together with our check in the amount of \$78.75 representing \$35.00 filing fee, \$35.00 fee for registered agent designation and \$8.75 for a certified copy. Please file the original and return a certified copy to me in the envelope provided. If you have any questions, please do not hesitate to contact me.

Sincerely,

*Christine M. Praria*

Christine M. Praria  
Assistant to Donald Christopher

/cmp  
cc: Mr. Michael Lupo  
Enclosures

500004213295--6  
-05/22/01--01087--021  
\*\*\*\*\*76.25 \*\*\*\*\*76.25

L01-8783  
OK



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 23, 2001

CHRISTINE PRARIA  
PO BOX 1549  
ORLANDO, FL 32802

SUBJECT: AC ACQUISITIONS, LLC  
Ref. Number: W01000010943

FILED  
01 MAY 31 PM 3:53  
SECRETARY OF STATE  
TAMMI CLINE

We have received your document for AC ACQUISITIONS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 801A00031664



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 15, 2001

CHRISTINE PRARIA  
PO BOX 1549  
ORLANDO, FL 32802

SUBJECT: AC ACQUISITIONS, LLC  
Ref. Number: W01000010943

FILED  
MAY 31 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for AC ACQUISITIONS, LLC and check(s) totaling \$78.75 of which \$78.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$46.25 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 101A00029385

**ARTICLES OF ORGANIZATION OF  
AC ACQUISITIONS, LLC**

The undersigned, being authorized to execute and file this Articles, hereby certifies that:

**ARTICLE I**

Name

The name of the limited liability company ("Company") is AC Acquisitions, LLC

**ARTICLE II**

Address

The mailing and street address of the Company's principal office is 37 Skyline Drive, Suite 2104, Lake Mary, Florida 32746.

**ARTICLE III**

Duration

The Company shall have a perpetual existence, unless dissolved upon the written consent of all of its members or on the occurrence of the death, bankruptcy, resignation, or expulsion of the last one of its members. If, however, within the following 90 days, the personal or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of it or its nominee as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

**ARTICLE IV**

Registered Agent and Office

The name of Company's initial registered agent in Florida is Michael A. Lupo. The address of Company's registered office in Florida is 37 Skyline Drive, Suite 2104, Lake Mary, Florida 32746.

**ARTICLE V**

Management

The Company is to be managed by a Board of Managers the size of which shall be determined by the members. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows: Michael A. Lupo, whose address is 37 Skyline Drive, Suite 2104, Lake Mary, Florida 32746.

## ARTICLE VI

### Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

## ARTICLE VII

### Members' Rights to Continue Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

## ARTICLE VIII

### Limitation on Agency Authority of Members


Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

## ARTICLE IX

### Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article V, subject only to the right of a majority of the members of the Company to amend, alter, or repeal the same.

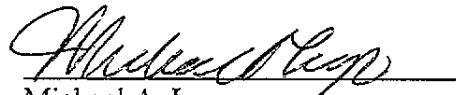
IN WITNESS WHEREOF, I have executed these Articles of Organization and acknowledged them to be my act this 30<sup>th</sup> day of May, 2001 at Lake Mary, Florida.

  
Michael A. Lupo

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30<sup>th</sup> day of May, 2001.

  
Michael A. Lupo

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SECRETARY OF STATE  
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