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LAW OFFICES OF LAWRENCE H. HABER, P.A.

Post Office Box 470171 Celebration, Florida 34747-0171

Office: 407-566-0181 Facsimile: 407-566-0182

E-Mail: larry.haber@celebration.fl.us

\$155.00  
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7/27  
July 12, 2001

MJH

Secretary of State  
Registration Section

Division of Corporations

Post Office Box 3627

Tallahassee, Florida 32314

00855-02827-00676-02943  
~~00672~~

Re: MindLeap, L.L.C.  
Florida - 2001

W01-16473  
900004478469--3  
-07/16/01--01135--004  
\*\*\*\*133.75 \*\*\*\*133.75

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Organization for the above-referenced limited liability company, together with a check in the amount of \$133.75 to cover the costs of organization.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything that is not in order, please call us.

Sincerely yours,

Larry Haber  
Lawrence H. Haber

900004478469--3  
-07/30/01--01002--017  
\*\*\*\*21.25 \*\*\*\*21.25

LHH/tak

Enclosures

FILED  
01 JUL 27 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 17, 2001

LAWRENCE H. HABER  
POST OFFICE BOX 470171  
CELEBRATION, FL 34747-0171

SUBJECT: MINDLEAP, L.L.C.  
Ref. Number: W01000016473

We have received your document for MINDLEAP, L.L.C. and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

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).

There is a balance due of \$21.25.

Please return 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 301A00041984

FILED

01 JUL 27 AM 9:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

MindLeap, L.L.C.

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

### ARTICLE I - NAME

The name of this Limited Liability Company is MindLeap, L.L.C. ("Company").

### ARTICLE II - DURATION

The existence of this Limited Liability Company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

### ARTICLE III - PURPOSE

This Limited Liability Company is organized to operate a business engaged in providing business consultation, speaking engagements and the transaction of any and all lawful business.

### ARTICLE IV - POWERS

This Limited Liability Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

### ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The mailing address and street address of the principal office of this Limited Liability Company is 225 East Robinson Street, Orlando, Florida 32801, and the name and address of the initial registered agent of the Company is Lawrence H. Haber, Esquire, 606 Front Street, Celebration, Florida 34747. <sup>stk 200</sup>

### ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company as specified in the Operating Agreement to be adopted by the members of the Company.

## ARTICLE VII – INITIAL MEMBERS

The names and addresses of the initial members of this Limited Liability Company are:

Richard W. Zipperly	Jack Lannom	Lisa K. Lowe
225 East Robinson Street	225 East Robinson Street	225 East Robinson Street
Suite 200	Suite 200	Suite 200
Orlando, FL 32801	Orlando, FL 32801	Orlando, FL 32801

## ARTICLE VIII- ADMISSION OF MEMBERS

Additional members may be admitted from time to time as specified in the Operating Agreement to be adopted by the members of the company.

## ARTICLE IX- TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may continue the business of the Company.

## ARTICLE X- MANAGEMENT OF THE COMPANY

The Company shall be managed by a Managing Member, who shall serve as general manager, until and unless otherwise determined by the members of the Company as specified in the Operating Agreement to be adopted by the members of the Company.

## ARTICLE XI – ORGANIZER

The name and address of the person signing these articles is:

Lawrence H. Haber, Esquire  
Post Office Box 470171  
Celebration, Florida 34747-0171

## ARTICLE XII - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida, the Articles of Organization or the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIII - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this Limited Liability Company expires; or
- b. As otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XIV - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof unless otherwise provided in the Operating Agreement to be adopted by the members of the Company.

ARTICLE XV - AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of July 12, 2001.

By: Lawrence H. Haber  
Lawrence H. Haber, Organizer


STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was sworn to and subscribed before me this 12<sup>th</sup> day of July 2001, by Lawrence H. Haber, who is personally known to me.

Patricia A. Kane  
Notary Public, State of Florida  
My Commission Expires: 3/8/2005  
Patricia A. Kane  
My Commission DD007491  
Expires March 08, 2005

**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 ARTICLE V OF THESE ARTICLES OF ORGANIZATION, 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.

  
\_\_\_\_\_  
Registered Agent