CONWAY • MARKEN' WYNER • KURANT & KERN CO., LPA

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July 26, 2001

James J. Conway Howard A. Marken Jeffrey G. Wyner Jack Kurant Keith W. Kern Peter Turner Kevin R. Keogh eter D. Brosse Mark Leskovec Michael R. Stavnicky Michele R. Yeh Stephen D. Dodd Neil S. Sarkar

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

> Articles of Organization RE:

SEM Management Ltd.

To Whom It May Concern:

Enclosed herewith for filing please find the following document for the above referenced corporation: 800004506798--2

Articles of Organization for a Limited Liability Company. 1.

-07/30/01--01081--001 ****125.00 ****125.00

Check in the amount of \$125.00 for the filing fee. 2.

Thank you for your attention to this matter.

Very truly yours,

KRK/m Enclosure

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 1, 2001

KEVIN R. KEOGH CONWAY MARKEN ET AL 30195 CHAGRIN BLVD SUITE 300 CLEVELAND, OH 44124

SUBJECT: SEM MANAGEMENT LTD.

Ref. Number: W01000017787

We have received your document for SEM MANAGEMENT LTD. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

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) 245-6043.

Shawn Logan Document Specialist

Letter Number: 401A00044510



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SEM MANAGEMENT L.L.C.

ARTICLE II- Address:

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

4661 VIA ROMA BONITA SPRINGS, FLORIDA 34134

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

SHELDON E. MILLER

- Name

4661 VIA ROMA

Florida street address (P.O. Box NOT acceptable)

BONITA SPRINGS FL 34134

City, State, and Zip

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.

Sheldow Gruller

Registered Agent's Signature

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)

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.)

Sheldon E. Miller

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)