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August 30, 2001

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600004568406--9  
-09/04/01-01109-004  
\*\*\*125.00 \*\*\*125.00

In re: Articles of Organization of  
ACROPOLIS HOLDINGS, L.L.C.

Dear Sir or Madam:

Enclosed for filing are Articles of Organization for ACROPOLIS HOLDINGS, L.L.C., and duplicate copy, together with filing fees in amount of \$125.00.

Very truly yours,

  
Thomas R. Brown

TRB/smc

Enclosure

FILED  
01 SEP -4 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L01-15207  
OR

**ARTICLES OF ORGANIZATION**  
**OF**  
**ACROPOLIS HOLDINGS, L.L.C.**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such Company and does hereby verify:

**ARTICLE I**

The name of the Company shall be: ACROPOLIS HOLDINGS, L.L.C.

**ARTICLE II**

The period of duration of the Company shall be perpetual.

**ARTICLE III**

The purposes for which the Company is organized are to do and transact fully any and all lawful business, for which a limited liability company may be organized under the Florida Limited Liability Company Act, as amended from time to time.

**ARTICLE IV**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. Charles E. Walton shall serve as the Manager until the first annual meeting of members or until his successor is elected and qualified.

**ARTICLE V**

The members of the Company retain the right to admit additional members from time to time upon written approval of members constituting at least two-thirds majority-in-interest of the Company, and according to the terms and conditions set forth in the Operating Agreement. Except as provided in the Operating Agreement, the interests of the members in the Company may not be transferred or assigned.

**ARTICLE VI**

FILED  
01 SEP -4 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

#### ARTICLE VII

The Company shall not dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the Member's continued membership in the Company.

#### ARTICLE VIII

The name and street address of the Company's registered agent are:

Charles E. Walton

Name

252 Three Islands Blvd., Suite 203

Street Address

Hallandale Beach, FL 33009-7333

City, State and Zip

FILED  
01 SEP -4 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.



Registered Agent's Signature

#### ARTICLE IX

The mailing address and street address of the principal office of the Company is: 252 Three Islands Blvd., Suite 203, Hallandale Beach, FL 33009-7333.

Executed by the undersigned member on the 23 day of August, 2001.

Charles E. Walton

Charles E. Walton, Member

STATE OF FLORIDA)

) ss:

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 23 day of August, 2001, by Charles E. Walton.

(SEAL)

Melissa Gumina

Notary Public



MELISSA GUMINA  
COMMISSION # CC769000  
EXPIRES OCT 06, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY

FILED  
01 SEP -4 PM 5:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA