



L01000001B636

ACCOUNT NO. : 072100000032

REFERENCE : 234681 9643A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 155.00

ORDER DATE : October 29, 2001

ORDER TIME : 12:12 PM

ORDER NO. : 234681-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Rebecca L. Hamilton  
Sachs, Sax & Klein, P.a.

P. O. Box 810037

Boca Raton, FL 33481-0037

RECEIVED  
01 OCT 29 PM 12:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CENETEC VENTURES, L.L.C.

500004657465--8

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: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

01 OCT 29 PM 2:29  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*B*  
10-29-01

OCT 29 '01 11:14 TO-18505211010

FROM-

T-665 P.02/07 F-040

OCT 26 '01 15:33 TO-9810201

FROM-

T-644 P.02 F-019

**ARTICLES OF ORGANIZATION**  
**OF**  
**CENETEC VENTURES, L.L.C.**

The undersigned, acting as organizer and as the authorized representative of a member of Cenetec Ventures, L.L.C., under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I: NAME**

The name of this limited liability company (the "Company") is CENETEC VENTURES, L.L.C.

**ARTICLE II: ADDRESS**

The mailing and street address of the principal office of the Company is 4950 Communication Avenue, Suite 900, Boca Raton, FL 33431.

**ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office is 301 Yamato Road, Suite 4150, Boca Raton, FL 33431 and the registered agent for the Company at that address shall be Rebecca L. Hamilton.

**ARTICLE IV: CONTINUATION OF LIMITED LIABILITY COMPANY**

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any members shall not cause the Company to be dissolved, and upon the occurrence of any such event, the company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

OCT 29 PM 2:25

APPROVED  
AND  
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OCT 29 '01 11:14 TO-18505211010

FROM-

T-665 P.03/07 F-040

OCT 26 '01 15:33 TO-6810201

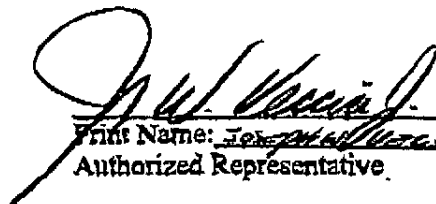
FROM-

T-644 P.03/07 F-019

#### ARTICLE V: MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, 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.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26th day of October, 2001.

  
Print Name: Joseph W. Burgess  
Authorized Representative

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OCT 29 '01 11:14 TO-18505211010

FROM-

T-665 P.04/07 F-040

OCT 26 '01 15:33 TO-9810201

FROM-

T-644 P.04/07 F-019

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**CENETEC VENTURES, L.L.C.**

Having been named to accept service of process for Cenetec Ventures, L.L.C. at the place designated in the foregoing Articles of Organization, I 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.

DATE: October 26, 2001

  
Rebecca L. Hamilton

APPROVED  
AND  
FILED  
01 OCT 29 PM 2:23  
SECRETARY OF STATE  
DAI KIMSON, CLERK