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Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Aries Development, LLC (Corporation Name) _____ (Document #) _____
- 2. _____ (Corporation Name) _____ (Document #) _____
- 3. _____ (Corporation Name) _____ (Document #) _____
- 4. _____ (Corporation Name) _____ (Document #) _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

- Walk in Pick up time 1/17 Certified Copy
- Mail Out Will wait Stamped Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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****125.00 ****125.00

Examiner's Initials

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1-16-02

ARTICLES OF ORGANIZATION

OF

ARIES DEVELOPMENT, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be ARIES DEVELOPMENT, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 745 Pasadena Avenue, Longwood, Florida 32750-4436.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Thomas R. Burns, 745 Pasadena Avenue, Longwood, Florida 32750-4436.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company as agreed by the members or as otherwise provided by law.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the operating agreement.

RECORDS SECTION
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ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the operating agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

NAME	ADDRESS
Thomas R. Burns	745 Pasadena Avenue Longwood, Florida 32750-4436

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Winter Park, Florida, on January 14, 2002.


THOMAS R. BURNS

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
OF
ARIES DEVELOPMENT, LLC**

Under the provisions of F.S. 608.415 or 608.507, ARIES DEVELOPMENT, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is ARIES DEVELOPMENT, LLC
2. The name and street address of the registered agent in Florida are:

Thomas R. Burns
745 Pasadena Avenue
Longwood, Florida 32750-4436

The undersigned, being the person named in the articles of organization of ARIES DEVELOPMENT, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Executed on January 19, 2002.



THOMAS R. BURNS
Registered Agent

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TALLAHASSEE, FLORIDA

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