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*ALSO ADMITTED IN GEORGIA

January 18, 2002

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

4000004798284--4
-01/25/02--01058--005
***155.00 ***155.00

Re: SEM Investments, L.L.C.

To Whom It May Concern:

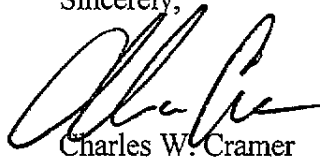
I am enclosing herewith the following items regarding the filing of the Articles of Organization of the above referenced Limited Liability Company, to wit:

1. Original and one copy of Articles of Organization;
2. Affidavit of Membership and Contributions;
3. Registered Agent Certificate; and
4. A check payable to the Secretary of State in the amount of \$155.00.

Please file these documents on our behalf and remit the Certificate to the undersigned.

Thank you in advance for your cooperation.

Sincerely,


Charles W. Cramer

CWC/ksw
Enclosures

cc: SEM Investments, L.L.C. (w/ enc.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

SEM INVESTMENTS, L.L.C.

The undersigned members of this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a Limited Liability Company for profit under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I: NAME

The name of this Limited Liability Company shall be SEM Investments, L.L.C.

ARTICLE II: PRINCIPAL OFFICE

The principal office and mailing address of this Limited Liability Company shall be located 731 Jamestown Drive, Winter Park, Florida 32792.

ARTICLE III: DURATION

The Limited Liability Company's period of duration is perpetual.

ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1411 Edgewater Drive, Suite 100, Orlando, Florida, 32804. The name of the initial registered agent of this Limited Liability Company at that address is Charles W. Cramer.

ARTICLE V: MANAGEMENT

This Limited Liability Company is managed by William Shuford, William Mahaffey and Daniel Esterline. Their address is 731 Jamestown Drive, Winter Park, Florida 32792.

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TALLAHASSEE FLORIDA

ARTICLE VI: ADDITIONAL MEMBERS

New members of this Limited Liability Company may only be admitted by the unanimous consent of the existing members. A member of this Limited Liability Company is prohibited from transferring his/her interest in this Limited Liability Company to any third parties, unless the other members unanimously agree to the transfer.

ARTICLE VII: DISSOLUTION

Unless the existing members of this Limited Liability Company unanimously agree, upon the death, insanity, bankruptcy, retirement, resignation or expulsion of any member this Limited Liability Company is to be dissolved.

IN WITNESS WHEREOF, the undersigned manager has made and subscribed these Articles of Organization this 17th day of January, 2002.


William Shuford, Member


William Mahaffey, Member


Daniel Esterline, Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

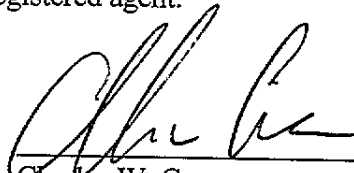
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 908.415 or 608.507, of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Limited Liability Company is SEM Investments, L.L.C.
2. The name and address of the registered agent and office is

Charles W. Cramer, Esq.
1411 Edgewater Drive
Suite 100
Orlando, Florida 32804

Having been named as registered agent, and to accept service of process for the above stated Limited Liability Company at the place designated above, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.



Charles W. Cramer
Registered Agent

Date: January 16, 2002

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02 JAN 25 PM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA