

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

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FILED
2002 MAR 29 AM 9:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

March 27, 2002

Via Federal Express

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

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***125.00 ***125.00

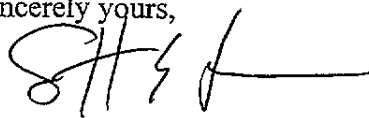
Re: VCAN Group, L.L.C.

Dear Sir or Madam:

Please find enclosed in duplicate the Articles of Organization for the above-referenced limited liability corporation, together with a check in the amount of \$125.00 to cover the cost of filing these Articles.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Scott E. Johnson

SEJ/jmc
Enclosures

J. BRYAN APR 1 2002

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BRIAN J. MORAN

THOMAS P. MORAN

JENNIFER EDEN RAILEY

MAURICE SHAMS

SIDNEY H. SHAMS

**ARTICLES OF ORGANIZATION
OF
VCAN GROUP, L.L.C.**

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These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

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

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the principal office and place of business of the Company is 4407 Vineland Road, D-12, Orlando, Florida 32811, and the name, mailing address and street address of the initial registered agent of the Company is Scott E. Johnson, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time to time upon the written consent of the Members holding, in the aggregate, at least sixty-seven percent (67%) of the Ownership Ratios of all Members.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by David H. Lehman and Vincent R. Barnes, who shall serve as Co-Managing Directors of the Company until and unless otherwise determined by all of the members of the Company at any meeting of the members or until their successors are elected and qualified to act in such capacity.

ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

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ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all other members of the Company unless otherwise provided by separate agreement.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporate these Articles of Organization as of this 26th day of March, 2002.



Vincent R. Barnes, Co-Managing Director



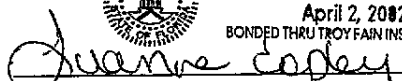
David H. Lehman, Co-Managing Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 26th day of March, 2002, by David H. Lehman, who is personally known to me or who produced _____, as identification.



Luanne Copley
MY COMMISSION # CC728424 EXPIRES
April 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

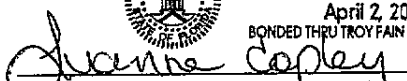

Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 26th day of March, 2002, by Vincent R. Barnes, who is personally known to me or who produced _____, as identification.



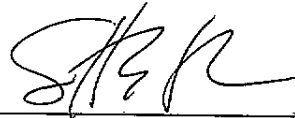
Luanne Copley
MY COMMISSION # CC728424 EXPIRES
April 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida
My Commission Expires:

**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE**

VCAN GROUP, L.L.C.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.



Scott E. Johnson, Registered Agent

3.27.02

Date

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