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LEFKOWITZ, BLOOM & SHAW, P.A.
ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ*
GWEN D. BLOOM +
THOMAS C. SHAW
SHIRA B. MCKINLAY**

430 NORTH MILLS AVENUE
ORLANDO, FLORIDA 32803

TELEPHONE (407) 425-1974
FACSIMILE (407) 425-1981
WEBSITE: ORLANDOLAW.ORG

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS
** ADMITTED ONLY IN CALIFORNIA
AND MINNESOTA

FILED
02 MAY 29 PM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 24, 2002

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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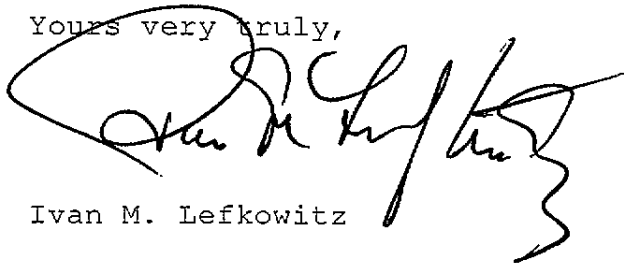
Re: Nilcap Enterprises, L.L.C.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$155.00 to cover the \$100.00 filing fee, the \$30.00 fee for the certified copy of the Certificate of Incorporation, and the \$25.00 fee for designation of registered agent.

Yours very truly,



Ivan M. Lefkowitz

IML:mj
Enclosures
cc: Mrs. Helene Arost

Handwritten initials: HLA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

NILCAP ENTERPRISES, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2823 North Orange Blossom Trail, Orlando, Florida 32804

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name of the Florida street address of the registered agent is:

Ivan M. Lefkowitz
Name
430 North Mills Avenue
Florida street address (P.O. Box NOT acceptable)
Orlando, Florida 32803
City, State, and Zip

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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.

Ivan M. Lefkowitz
Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable)

[x] The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

ARTICLE V - Effective Date

The Limited Liability Company shall have an effective date of:
Date of Filing

Helene Arost
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

HELENE AROST
Typed or printed name of signee