

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Thomasville, Georgia 30701
(850) 224-8871 • 1-800-342-8000 • Fax (850) 224-2222

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PDR Ue

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
02 JUL 30 AM 11:40
CLERK OF SUPERIOR COURT
THOMASVILLE, GA

FILED
02 JUL 30 PM 2:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

7/30

Up

Signature

Requested by: BW 7/30
Name Date Time

Walk-In Will Pick Up

**ARTICLES OF ORGANIZATION
OF
PDR, L.L.C.**

ARTICLE I

NAME

The name of the limited liability company shall be:

PDR, L.L.C.

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

PURPOSE

This limited liability company may engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized..

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address for the principal office of this limited liability company is: 201 South Biscayne Boulevard, Suite 850, Miami, Florida 33131.

ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

ROSSZ FIU CORPORATION

c/o Spencer Fox, Vice President
Cohen | Fox, P.A.
201 South Biscayne Boulevard, Suite 850
Miami, Florida 33131

L 39613

FILED STATE
SECRETARY OF CORPORATIONS
JUL 30 PM 2:00

ARTICLE VI**MANAGEMENT**

The limited liability company is to be managed by a manager, and the name and address of such manager who is to serve as manager is:

Paul Rosenfeld

7995 S.W. 86th Street, Apt. 308
Miami, Florida 33143

ARTICLE VII**RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE
AFTER WITHDRAWAL OF MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VIII**CONTRACTING DEBTS**

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

ARTICLE IX**INDEMNIFICATION**

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

In accordance with Section 608.408(3) F.S., the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this 24 day of July, 2002.

BY: 

PAUL ROSENFELD

FILED OF STATE
SECRETARY OF CORPORATIONS
JUL 24 2002
PM 2:00

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent of **PDR, L.L.C.** to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 25 day of July, 2002

ROSSZ FTU CORPORATION,
a Florida corporation

By: 

SPENCER FOX, VICE PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 30 PM 2:00