

Savage-Gaston,  
Hogan Hargrove, P.A.

Joyce Savage-Gaston  
Jeffrey D. Hogan\*  
Charles D. Hargrove\*\*  
\*Also admitted in Connecticut.  
\*\* Also admitted in the  
District of Columbia

October 7, 2002

**VIA FEDERAL EXPRESS**

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-10/09/02--01061--002  
\*\*\*\*155.00 \*\*\*\*155.00

Katherine Harris  
Secretary of State  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

BK

Re: **Incorporation Documents of NICE, L.L.C.**

Dear Ms. Harris:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for-profit limited liability company:

1. An original and copy of the Articles of Organization with the Affidavit of Membership and Contributions incorporated in the same in Article IX;
2. A Certificate of Designation of Registered Agent/Registered Office, and,
3. A check in the amount of \$155.00, payable to the Secretary of State, covering the costs of the corporate filing fee of \$100.00, the certified copy fee of \$30.00, and the registered agent/office fee of \$25.00.

Please send any communications regarding the above-referenced matter to the undersigned to the address indicated in the letterhead above.

801  
North  
Magnolia  
Avenue  
  
Suite 402  
  
Orlando, Florida  
32803-3851  
  
Telephone  
407-648-8882  
  
Fax  
407-872-5755

CDH\omds  
Enclosures

Sincerely,

  
Charles D. Hargrove, Esquire

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

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I/We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the above-identified limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be NICE, L.L.C. and its principal office and mailing address shall be 894 E. Altamonte Drive, the City of Altamonte Springs, County of Seminole, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office of NICE, L.L.C. is Charles D. Hargrove, Esquire, of the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., located at 801 N. Magnolia Avenue, Ste. 402, Orlando, Orange County, Florida 32803-3851.

**ARTICLE III**  
**DURATION**

NICE, L.L.C. shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV**  
**MANAGEMENT**

NICE, L.L.C. is a manager-managed company consisting of one (1) managing members. The name and address of the person who shall serve as manager until his successor is elected and qualified is as follows:

1. New Millennium Consulting, Inc. 2691 Maxwell Court  
Kissimmee, FL 34743
2. NIA, L.L.C. 894 E. Altamonte Drive  
Altamonte Springs, FL 32701

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Regulations of NICE, L.L.C., members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to NICE, L.L.C.

Unless otherwise provided in the Regulations of NICE, L.L.C., all members shall be entitled to vote on matters related to NICE, L.L.C. and each members voting share shall be weighted in proportion to each member's relative capital account or pro rata share of capital contribution. Therefore, each members voting share shall be calculated by dividing each member's capital contribution (the numerator) by the total capital contributions of all the members (the denominator) and multiplying this value by 100 to yield each member's voting share. As such, each voting member's share will constitute that members total number of votes to be allocated to a matter to be voted on by the members of NICE, L.L.C., unless otherwise provided in the Regulations of NICE, L.L.C.

A member's interest in NICE, L.L.C. may not be sold or otherwise transferred except with unanimous written consent of members.

On 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 NICE, L.L.C. the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business;
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of

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any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit NICE, L.L.C. to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

## **ARTICLE VII**

### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of NICE, L.L.C. shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of NICE, L.L.C. by a majority vote of the members of NICE, L.L.C.

**ARTICLE VIII**  
**CAPITAL CONTRIBUTIONS**

Capital contributions of a member may be in cash, property or services rendered or promissory note as deemed appropriate by the members based on a majority vote by the same. Additional contributions may be required for investment purposes, as determined by majority consent of the members.

**ARTICLE IX**  
**PROFITS AND LOSSES**

(a) **Profit Sharing.** Members of NICE, L.L.C., shall be entitled to the net profits arising from the operation of its business that remain after the payment of the expenses of conducting the business of NICE, L.L.C., unless otherwise provided in the Regulations of NICE, L.L.C. and/or provided the future financial stability of NICE, L.L.C. is not jeopardized or threaten by the payment of said net profits. Notwithstanding the foregoing, if at any time it is decided by the members to pay net profits that they are entitled to, the timing of the payment and/or distribution of said net profits to members shall be determined by the managers or managing member(s) of NICE, L.L.C.

Net profits shall be allocated on the basis of each member's relative capital account or pro rata share of capital contribution. Therefore, each members percentage of capital contribution shall be calculated by dividing each member's capital contribution (the numerator) by the total capital contributions of all the members (the denominator) and multiplying this value by the net profit.

(b) **Losses.** All losses that occur in the operation of NICE, L.L.C. business shall be paid out of the capital of NICE, L.L.C. and the profits of its business, or, if these sources are insufficient to cover such losses, by the members. As such, said losses shall be allocated for payment by each member.

**ARTICLE X**  
**CERTIFICATION OF ARTICLES OF ORGANIZATION**

The undersigned, being the original member of NICE, L.L.C., certifies that this instrument constitutes the proposed Articles of Organization of NICE, L.L.C.

Executed by the undersigned at the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A. 801 North Magnolia Avenue, Ste. 402, Orlando, FL 32803-3851 on this 1st day of October, 2002.

  
\_\_\_\_\_  
**ERIC GOODEN**, President of  
New Millennium Consulting, Inc.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is:

**NICE, L.L.C.**

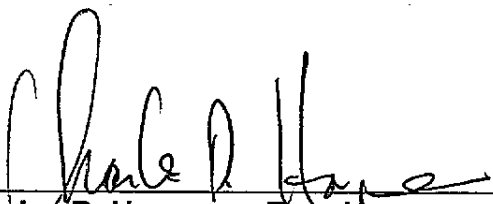
2. The name and address of the registered agent and office is:

**CHARLES D. HARGROVE, ESQUIRE  
SAVAGE-GASTON, HOGAN & HARGROVE, P.A.  
801 N. MAGNOLIA AVENUE, SUITE 402  
ORLANDO, FLORIDA 32803-3851**

*Having been named as registered agent and to accept service of process for the above stated corporation 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.*

DATE: October 1<sup>st</sup>, 2002.

SIGNATURE: \_\_\_\_\_

  
Charles D. Hargrove, Esquire