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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Mateer Harbert

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June 5, 2003

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

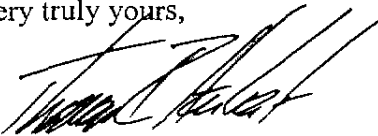
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TALLAHASSEE, FLORIDA

Re: Articles of Organization for Nu-Edge, LLC

Dear Sir/Madam:

Please file the enclosed Articles of Organization with regard to the above-referenced.  
This firm's check in the amount of \$160.00 is enclosed.

Very truly yours,

  
Thomas R. Harbert

TRH:lad  
Enclosures

cc: Mr. Luc Burkhardt

H:\Harbert\TBurkhardt, Luc S\Nu-Edge, LLC\Secretary of State ltr.doc

**ARTICLES OF ORGANIZATION  
OF  
NU-EDGE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this limited liability company (the "Company") is Nu-Edge, LLC, and its mailing address is 1201 S. Orlando Avenue, Suite 370, Winter Park, Florida 32789, and the principal place of business of the Company shall be located at 1201 S. Orlando Avenue, Suite 370 Winter Park, Florida 32789.

**ARTICLE II**



**COMMENCEMENT OF CORPORATE EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are filed by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability



Company' Act, as the same now exists and as hereafter amended, and all such powers as are permitted by applicable law.

#### ARTICLE IV

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the initial registered agent of this Company at that address shall be Thomas R. Harbert, Esquire. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

#### ARTICLE V

##### MANAGEMENT

The Company shall be a manager-managed limited liability company, and the name and street address of the initial Manager is:

Luc S. Burkhardt

1201 S. Orlando Avenue, Suite 370  
Winter Park, FL 32789

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#### ARTICLE VI

##### OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

#### ARTICLE VII

##### ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

**ARTICLE VIII**

**AMENDMENT**

This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto and any right conferred upon the Members is subject to this reservation.

**ARTICLE IX**

**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this 5<sup>th</sup> day of June, 2003.

  
Luc S. Burkhardt

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SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

BridgeHead Beheer BV

By: MARTIN TOET / BEAU INVESTMENTS BV  
Print Name: \_\_\_\_\_  
Title: DIRECTOR



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

Nu-Edge, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated Thomas R. Harbert, Esquire as its Registered Agent to accept service of process within the State of Florida with its registered office located at 225 E. Robinson Street, Suite 600, Orlando, Florida 32801.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 14<sup>th</sup> day of June, 2003.

  
Thomas R. Harbert  
Registered Agent

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