

Aug-10-04

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From: Foley &amp; Lardner

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY****Orlando Equity Club, LLC**

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J. BRYAN AUG 11 2004

**ARTICLES OF ORGANIZATION**

**FOR**

**ORLANDO EQUITY CLUB, LLC**  
**a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I. NAME**

The name of the limited liability company is **ORLANDO EQUITY CLUB, LLC** (the "Company").

**ARTICLE II. ADDRESS**

The street address of the principal office of the Company is 1814 E. Washington Street, Orlando, Florida 32803. The mailing address of the principal office of the Company is 1814 E. Washington Street, Orlando, Florida 32803.

**ARTICLE III. DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the written consent of the members of the Company.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are Todd F. Cohen, 1814 E. Washington Street, Orlando, Florida 32803.

**ARTICLE V. MANAGEMENT**

The Company shall be a member-managed company.

**ARTICLE VI. MANAGING MEMBERS**

The name and address of each Managing Member is as follows:

<b>Name</b>	<b>Address</b>
Todd F. Cohen and Stacey L. Cohen, as husband and wife	1814 E. Washington Street Orlando, Florida 32803
Paul R. Shafer, II and Mary Louise Shafer, as Trustees of the Shafer Revocable Trust, under Agreement dated February 5, 2004	1024 Terrace Blvd. Orlando, FL 32803

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#### ARTICLE VII. OPERATING AGREEMENT

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

Date: August 10, 2004



Todd F. Cohen, Member

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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Paragraph IV of the foregoing Articles of Organization as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.413, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

**DATED**, this 10th day of August, 2004.

REGISTERED AGENT:



Todd F. Cohen

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