

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : FLORIDA INCORPORATORS, INC.  
Account Number : 075350000473  
Phone : (305)379-7907  
Fax Number : (305)402-3141

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**LIMITED LIABILITY COMPANY**

**Universal Ventures Group II, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
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ARTICLES OF ORGANIZATION FOR  
Universal Ventures Group II, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

Universal Ventures Group II, LLC

ARTICLE II - Mailing and Street Address:

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

Universal Ventures Group II, LLC  
525 N. Cleveland-Massillon Rd.  
Akron, OH 44333

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

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FLORIDA INCORPORATORS, INC.  
8875 Hidden River Pkwy, Ste 300 1  
Tampa, FL 33637  
(813) 632-7882

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**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by a manager who shall be empowered to act on behalf of the Limited Liability Company, and the name and address of the Manager is:

James T. Pachell, Esq. Manager  
525 N. Cleveland-Massillon Rd.  
Akron, OH 44333

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

**ARTICLE VI - Members Rights to Continue Business**

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited

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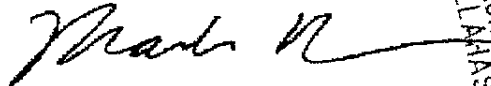
liability company upon the majority vote of the remaining members.

**ARTICLE VII - Registered Agent:**

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

Florida Incorporators, Inc.  
8875 Hidden River Pkwy Ste. 300  
Tampa, FL 33637

DATED: March 30, 2005



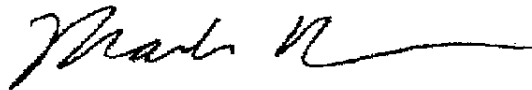
MARK HANKINS  
Authorized Representative

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TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.



By: \_\_\_\_\_  
MARK HANKINS, President