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CT CORPORATION SYSTEM

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Division of Corporations

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From:

Account Name : C T CORPORATION SYSTEM
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LIMITED LIABILITY COMPANY

TCG Acquisition, LLC

Certificate of Status	0
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Page Count	05
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is TCG Acquisition, LLC (the "Company").

ARTICLE II - Address:

The mailing and principal address of the principal office of the Company is:

5900 Broken Sound Parkway NW
Boca Raton, Florida 33487

ARTICLE III - Separate Existence:

This Company will do all things necessary to continue to be readily distinguishable from any natural person, corporation, partnership, limited liability company, trust, joint venture, unincorporated association, or other entity that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the Company and the affiliates of each of the foregoing (each, an "Affiliate") and maintain its existence separate and apart from that of each of the foregoing including, without limitation:

- (a) practicing and adhering to organizational formalities, such as maintaining appropriate books and records;
- (b) observing all organizational formalities in connection with all dealings between itself and any Affiliate or any other unaffiliated entity;
- (c) observing all procedures required by its organizational documents and the laws of the state of its organization;
- (d) acting solely in its name and through its duly authorized officers or agents in the conduct of its business;
- (e) maintaining office space separate and apart from that of any Affiliates (even if such office space is subleased from or is on or near premises occupied by any Affiliates);
- (f) (i) maintaining at least one director who is not and never was (x) a stockholder, member, partner, director, officer, employee, Affiliate, associate, creditor or independent contractor of any Affiliate or (y) any person owning directly or beneficially any outstanding shares of common stock of any Affiliates, or a stockholder, director, officer, employee, Affiliate, associate, creditor or independent contractor of such beneficial owner or any of such beneficial owner's Affiliates or associates, or (z) a member of the immediate family of any person described above; and (ii) with respect to any executive officer who acts as an executive officer of the Company, when doing

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business on behalf of the Company, act solely in his or her capacity as the executive officer and on behalf of the Company;

- (g) Maintaining its deposit and other bank accounts and all of its assets separate from those of any other person;
- (h) Maintaining its financial records separate and apart from those of any other person;
- (i) Owning or leasing (including through shared arrangements with Affiliates) all office furniture and equipment necessary to operate its business;
- (j) Ensuring that the responsible officers of the Company, duly authorized in accordance with its organizational documents for its actions;
- (k) ensuring that the responsible officers of the Company, duly authorized in accordance with its organizational documents, duly authorize all of its actions;
- (l) Not having or incurring any indebtedness to any Affiliates except for any such indebtedness which is unsecured;
- (m) having separate stationary from any Affiliates or any other unaffiliated entity;
- (n) allocating, on an arm's length basis, all shared corporate operating services, leases and expenses, including, without limitation, those associated with the services of shared executive officers, employees, consultants and agents, shared computer and other office equipment and software and shared telephone numbers; and otherwise refraining from engaging in any transaction with any Affiliates or any other unaffiliated entity unless such transaction is (x) on terms and conditions no less favorable to the Company than transactions consummated on an arms-length basis with unaffiliated persons and (y) only with the prior approval and authorization in accordance with this Company's organizational documents, including at least one of the independent directors;
- (p) refraining from filing or otherwise initiating or supporting the filing of a motion in any bankruptcy or other insolvency proceeding involving any Affiliate to substantively consolidate any Affiliate with the Company;
- (q) remaining solvent;
- (r) conducting all of its business (whether written or oral) solely in its own name so as not to mislead others as to the identity of this Company and any Affiliates; and
- (s) maintaining a record with respect to any asset purchased from any Affiliate, including bills of sale (or any similar instrument of assignment) and, if appropriate, filings under the Uniform Commercial Code.

ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

CT Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

CT Corporation System

Connie Bryan

By: **CONNIE BRYAN**
Its: **SPECIAL ASSISTANT SECRETARY**

ARTICLE V -Indemnification of the Managers and Members by the Company.

(a) The Company shall indemnify and hold harmless the Members, the Managers and the Company's officers and employees, and the Affiliates of each of the foregoing Persons (each of the foregoing Persons is referred to as a "Covered Person"), to the fullest extent permitted by law against losses, judgments, liabilities, expenses and amounts incurred or paid, including attorneys' fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities, by the Covered Person in connection with any claim, action, suit or proceeding (collectively, "Claims") in which such Covered Person becomes involved as a party or otherwise, or with which such Covered Person shall be threatened, in connection with the conduct of the Company's affairs. Expenses incurred by any Covered Person in connection with the preparation and presentation of a defense or response to any Claims covered hereby shall be paid by the Company. The Company shall pay the amounts described herein to the Covered Person (or to the parties making Claims against the Covered Person in satisfaction of their Claims) within 10 days after written demand therefor is delivered to the Company by the Covered Person.

(b) Without limiting the foregoing paragraph (a), the indemnities by the Company provided for therein shall apply with respect to all actions taken by the Managers or Members which they believe to be in the best interest of the Company in accordance with the business judgment rule, other than actions which constitute willful misconduct or gross negligence.

ARTICLE VI - Management.

The Company is a member-managed company.



Thomas P. Hunt, Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

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