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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**BRISKIN & ASSOCIATES, L. C.**

ATTORNEYS AT LAW  
1001 CAMBRIDGE SQUARE  
SUITE D  
ALPHARETTA, GEORGIA 30004

TEL: (770) 410-1555  
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May 18, 2005

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Organization of AAEDE PROPERTIES, LLC

Dear Sir or Madam:

To effect the organization of AAEDE PROPERTIES, LLC, we deliver to you the following documents:

1. One original and one copy of the Articles of Organization of AAEDE PROPERTIES, LLC; and
2. Our check in the amount of \$155.00 payable to the Florida Department of State in payment of the organization filing fee, and designation of registered agent filing fee.

We respectfully request that you date stamp, file, and record the enclosed Articles. Please return the copy of the Articles of Organization and the Certificate of Status to our office at the address listed above. If you should have any questions, please feel free to contact this office at (770) 410-1555.

Thank you for your prompt attention to this matter.

Sincerely,

BRISKIN & ASSOCIATES, L.C.

  
Michael D. Cross, Jr.

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
AAEDE PROPERTIES, LLC**

The undersigned, an authorized representative and acting as organizer of AAEDE Properties, LLC, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company:

**I. NAME OF COMPANY**

The name of the limited liability company is AAEDE Properties, LLC (the "Company").

**II. PERIOD OF DURATION**

The Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue until the Company is dissolved and its affairs wound up in accordance with the terms of the Company's Operating Agreement or the Florida Limited Liability Company Act.

**III. PURPOSE**

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act.

**IV. PRINCIPAL PLACE OF BUSINESS**

The Company's principal place of business in Florida is at the following address:

6005 Ansley Way  
Suwanee, GA 30714

**V. REGISTERED OFFICE AND AGENT**

The name and address of the Company's registered agent in Florida is as follows:

C T Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.  
CT Corporation System

By: Joan Bolden  
Name: JOAN BOLDEN  
Title: ASSISTANT SECRETARY

May 20, 2005  
Date

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TALLAHASSEE, FLORIDA

## VI. ORGANIZER

The Organizer of the Company is as follows:

Michael D. Cross, Jr.  
BRISKIN & ASSOCIATES, L.C.  
1001 Cambridge Square, Suite D  
Alpharetta, Georgia 30004

## VII. INDEMNIFICATION

Each person who is or was a member or manager of the Company, and each person who is or was a member or manager of the Company who at the request of the Company is serving or has served as an member, manager, partner, joint venturer or trustee of another company, corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Company against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Company under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his or her being or having been a member or manager of this Company or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

In any instance where the laws of the State of Florida permit indemnification to be provided to persons who are or have been a member or manager of the Company or who are or have been an officer, director, member, manager, partner, joint venturer or trustee of any such other enterprise, on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Company shall promptly cause such determination to be made (i) by the members by majority vote of the ownership interest of members not at the time parties to the proceeding; or (ii) by special legal counsel selected by the members in the manner prescribed in (i).

As a condition to any such right of indemnification, the Company may require that a person be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Company and at the expense of the Company.

The Company may purchase and maintain insurance on behalf of any such persons whether or not the Company would have the power to indemnify such members or managers against any liability under the laws of the State of Florida. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by members or by an insurance carrier, the Company shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Florida.

## VIII. VOTING

Except as otherwise set forth in a written operating agreement, each Member of the Company shall have the right to vote on matters upon which Members are entitled to vote pursuant to the Florida Limited Liability Company Act in proportion to that Member's ownership interest in the Company.

## IX. ACTION WITHOUT MEETING

Action required or permitted to be taken at a meeting of the Members of the Company may be taken without a meeting if the following conditions are met:

(i) The action was taken by Members that would have been entitled to vote at a duly called meeting; and

(ii) The action must be approved by Members of the Company holding a minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members of the Company entitled to vote were present and voted.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization for AAEDE PROPERTIES, LLC.



Michael D. Cross, Jr., Organizer

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

Submitted by:

BRISKIN & ASSOCIATES, L.C.  
1001 Cambridge Square  
Suite D  
Alpharetta, GA 30004

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