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Oatus Properties, L.L.C.

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**Articles of Organization
for
OCTUS PROPERTIES, L.L.C.**

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The undersigned person acting as an Organizer of a limited liability company under the Florida Limited Liability Company Act adopts the following Articles of Organization:

1. **Name.** The name of the limited liability company is "Octus Properties, L.L.C."
2. **Principal Place of Business.** The mailing address and the street address of the principal office of the limited liability company is: 4763 South Conway Road, Orlando, FL 32812.
3. **Duration.** This company has perpetual existence.
4. **Management.** The business of the company shall be conducted under the exclusive management of managing members, who shall have exclusive authority to act for the company in all matters. The name and address of the managing members of the company are: Donald L. Cline, 4763 South Conway Road, Orlando, Florida 32812 and Felicita Cline, 4763 South Conway Road, Orlando, FL 32812.
5. **Admission of Additional Members.** Additional members are permitted in accordance with the provisions of the company's written regulations.
6. **Continuity.** The members of this limited liability company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in this limited liability company.
7. **Principal Office & Registered Agent.** The name of its registered agent, whose Consent to Appointment as Registered Agent is included with these articles, is Donald L. Cline and the street address of the principal office is 4763 South Conway Road, Orlando, FL 32812.
8. **Meetings.** No action by management can be taken without a meeting of the managers.
9. **Compensation.** Compensation of management will be determined by unanimous vote of the managers and then must be approved by a majority vote of all eligible members at the annual members' meeting.
10. **Personal Liability of Managers.** The personal liability of a manager to this company or its members for monetary damages for breach of fiduciary duty as a manager is limited to \$1,000 per year.
11. **Transfers.** Management may impose restrictions on the transfer of any class or series of ownership interest or other company securities.

12. **Voting.** As to the election of managers, the membership of the specific class will be entitled to cumulate their votes for specified managers.

The managers cannot adopt amendments to the company's Articles of Organization without member action. Amendments to the company's Articles of Organization must be approved by 100% of the votes entitled to be cast by any voting group.

Approval of 100% of all votes is required whenever the company:

- a. Sells, leases, exchanges or otherwise disposes of all or substantially all of its property, whether or not in the regular and usual course of business;
- b. Mortgages, pledges, dedicates to the repayment of indebtedness, whether with or without recourse, or otherwise encumbers any or all of its property whether or not in the usual and regular course of business; or
- c. Transfers any or all of its property to a business entity, all the shares of which are owned by the company.

A quorum of the managers consists of 100% of the total number of managers.

13. **Determination of Rights.** Management may determine, in whole or part, the preferences, limitations and relative rights of any class or classes of members.

14. **Notice.** Notice of all annual and special membership meetings must be given to all members regardless of whether they are entitled to vote at the meetings.

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

All regularly scheduled management meetings will be held only following a fourteen (14) day notice of meeting, setting forth the date, time, place and purpose of the meeting.

All special meetings of management must be preceded by at least a two (2) day notice of the date, time and place of the special meeting.

The notice of special meetings of management must describe the purpose of the special meeting.

15. **Operating Agreement.** The power to amend the Operating Agreement is reserved exclusively to the unanimous vote of the members.

Members may, by virtue of this Article, adopt or amend a provision of the Operating Agreement that fixes a greater quorum or voting requirement for members or for voting groups of members.

The management may adopt emergency Operating Agreements; however, the emergency Operating Agreements may not change the following:

- a. Procedures for calling a meeting of management
- b. Quorum requirements for meeting
- c. Designation of additional or substitute members

Company action taken by the managers pursuant to emergency Operating Agreements can be used to impose liability on management.

16. **Merger, Share Exchange and Consolidation.** A proposal by management to dissolve the company requires the vote of the membership and must be approved by 100% of all the votes entitled to be cast on the matter.

Membership approval of any plan of merger must have the approval of 100% of the entitled votes.


17. **Indemnification.** A member of management of this company will be indemnified when he is wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he is or was a manager of this company, against reasonable expenses incurred by him in connection with the proceeding.

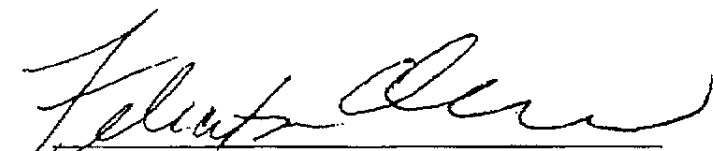
18. **Arbitration.** Any controversy or claim arising out of or relating to these Articles, or the breach thereof, shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.

In case of a dispute arising between the members concerning the operation, management or buy-out of the interests of the Company, the members shall submit the same to arbitration. The members shall each be entitled to appoint one (1) nominee who will then collectively meet and by majority agreement shall appoint one (1) arbitrator who shall be a licensed attorney at law.

The arbitrator, when duly appointed, shall have access to all books and records of the company and shall have the right to examine all of its accounts, notes, securities, books, inventories, assets and equipment and to hear evidence of the members and other witnesses and to make any accounting necessary and to do all things fully and completely to enable him to make a fair and full settlement of all matters in arbitration. When the arbitrator has passed upon matters in dispute between the members, he shall notify each member in writing of his decision and his decision shall be final and binding upon the parties, subject to rights pursuant to the Arbitration Act.

Dated this 5th day of August, 2005.


Donald L. Cline
Member


Felicity Cline
Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

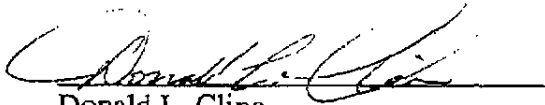
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Octus Properties, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Donald L. Cline
4763 South Conway Road
Orlando, FL 32812

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.

Dated this 5th day of August, 2005.


Donald L. Cline
Registered Agent