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 STATE OF FLORIDA  
 409 EAST GAINES STREET ORLANDO FL 32801-  
 TALLAHASSEE, FL 32399 CONTACT: PATTI M CALLAHAN  
 FAX: (904) 922-4000 PHONE: (407) 843-4600  
 FAX: (407) 423-4495

((1195000005492))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY  
 NAME: VGS SYSTEMS ENGINEERING FLORIDA L.C.  
 FAX AUDIT NUMBER: H95000005492 CURRENT STATUS: REQUESTED  
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4074252420- DIV OF CORPORATIONS: 1

**LOWNDES  
DROSDICK  
DOSTER  
KANTOR &  
REED, P.A.**  
Attorneys at Law

215 North Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
Telephone (407) 843-4600  
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FROM: PATTIE M. CALLAHAN, LEGAL ASSISTANT TO CLEATOUS J. SIMMONS

TELECOPIER NO.: (407) 423-4495 TELEPHONE NO.: (407) 843-4600

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Thank you,

*[Signature]*

CLIENT NO.: 19309  
VGS/DISNEY

MATTER NO.: 42665

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: 5-18-95 : 2:42PM :

4074252428- DIV OF CORPORATIONS: 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
VGS SYSTEMS ENGINEERING FLORIDA L.C.

ARTICLE I - NAME

The name of this limited liability company is VGS SYSTEMS ENGINEERING FLORIDA L.C. (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be 215 N. GOLA DRIVE, Orlando, Florida 32801.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this Company at that address is Cleatous J. Simmons.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Any transferee(s) of a Member and persons or entities which are not initially Members may be admitted as Members upon the affirmative vote of all of the Managers of the Company.

ARTICLE VI - CONTINUATION

The remaining Members of the Company may agree by the affirmative vote of such Members owning a majority of the profits

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This document was prepared by:  
Cleatous J. Simmons, Esq.  
Florida Bar Number: 240737  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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interests and a majority of the capital interests in the Company to continue the business and affairs of the Company in the event of the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII - MANAGEMENT

The business and affairs of the Company shall be managed by the Members. The initial Members of the Company, who shall manage until additional Members are admitted to the Company, shall be Paolo Moro whose address is 45 Marosfield Gardens, Hampstead NW3 5TE England, and Rodolfo Ganna, whose address is Via Turvisio 7, Milano, Italy.

ARTICLE VIII - AUTHORITY TO MANAGE

The Members shall have the authority to manage the Company and each of them is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. Notwithstanding the foregoing, each Member shall be encouraged to consult with the other Members before making binding commitments on behalf of the Company.

ARTICLE IX - REGULATIONS

The Members, by majority vote, have the power to adopt, alter, amend or repeal the Regulations (as defined in the Florida Limited

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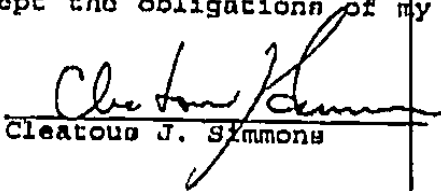
Liability Company Act, as the same may from time to time be amended) for the management and regulation of the Company.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed these Articles of Organization this 16th day of May, 1985.

  
Paolo Moro, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in Article IV of these Articles of Organization, 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.

  
Cleatus J. Simmons

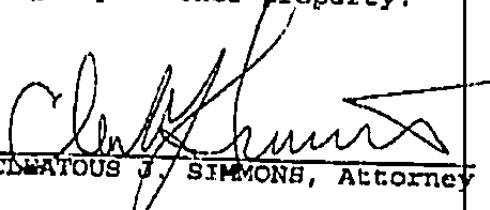
**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF ORANGE


BEFORE ME, the undersigned authority, personally appeared  
CLEATOUS J. SIMMONS, who after being duly sworn, deposes and says  
as follows:

1. I am the attorney for VGS SYSTEMS ENGINEERING FLORIDA L.C. (the "Company"). The Company has at least two members.
2. \$100.00 in cash and no other property will initially be contributed to the Company by its members. The members of the Company do not anticipate contributing any further property.

FURTHER AFFIANT SAYETH NAUGHT.

  
 \_\_\_\_\_  
 CLEATOUS J. SIMMONS, Attorney

SWORN TO AND SUBSCRIBED before  
me this 16th day of May, 1995  
by Cleatous J. Simmons who took  
an oath and who is personally  
known to me.

  
 \_\_\_\_\_  
 Printed Name: TERRI L. IRVIN  
 NOTARY PUBLIC, State of Florida  
 Commission No. CC417768  
 My Commission Expires: 11/14/98  
 (Notary Seal)

NOTARY PUBLIC STATE OF FLORIDA  
 NOVEMBER 14, 1998  
 MY COMMISSION # CC417768 EXPIRES  
 TERRI IRVIN




SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

95 MAY 16 PM 4:47

FILED

**2nd NOTICE:** Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$730.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Morlham Secretary of State DIVISION OF CORPORATIONS		JUN 14 AM 10:07 FLORIDA DEPARTMENT OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 263.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company  VGS SYSTEMS ENGINEERING FLORIDA L.C. <del>215-NORTH-GOLA-DRIVE</del> <del>ORLANDO-FL-32801</del> 9133 BAYWARD COURT ORLANDO, FL 32819		DOCUMENT # L95000000376			
2. Principal Place of Business 9133 BAYWARD COURT Suite, Apt. #, etc.		2a. Mailing Address 9133 BAYWARD COURT Suite, Apt. #, etc.		3. Date Organized or Qualified 05/16/1995	
City & State ORLANDO, FL Zip 32819		City & State ORLANDO, FL Zip 32819		3a. State of Formation FL	
7. Name and Address of Current Registered Agent  SIMMONS, CLEAIOUS J 215 NORTH GOLA DRIVE ORLANDO FL 32801		8. Name and Address of Now Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL		4. FET Number 59-3314159	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> \$4.75 Additional Fee Required			
9. Pursuant to the provisions of Sections 608.410 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment of a registered agent, and accept the obligations.					
SIGNATURE _____				DATE _____	
(If Selected Agent Accepting Appointment) (If Not Registered Agent Signature Required when re-registering)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MORO, PAOLO	15 MARESFIELD GARDENS		IAMPSTEAD NW3 STE ENG	
MGRM	GANNA, RODOLFO	VIAS TARVISIO 7		NILANO ITALY	
500001263099 -06/19/96--01146--009 ****263.75 ****263.75 A. A. 6/14/96					
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address					
SIGNATURE: _____				6/10/96 707-827-4900	
SIGNATURE AND PRINTED OR PRINTED NAME OF DESIGNATED MANAGING MEMBER OR MANAGER					