

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

**L95000000950**

ACCOUNT NO. : 072100000032

REFERENCE : 759331 4868A

0000001658360  
-12/11/95--01017--001  
\*\*\*\*675.00 \*\*\*\*337.50

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 8, 1995

ORDER TIME : 10:24 AM

ORDER NO. : 759331

CUSTOMER NO: 4868A

CUSTOMER: Mr. Todd Bancroft  
THOMSON MURARO RAZOOK & HART,  
P.A.  
1700 Sunbank Center  
One Southeast Third Avenue  
Miami, FL 331312363

**FILED**  
95 DEC -8 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FALCON MANAGEMENT SERVICES,  
L.C.

285.00 F.F.  
52.50 C.C.  
337.50

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: \_\_\_\_\_

R95-4874

DMC 12-8-95

**ARTICLES OF ORGANIZATION**

**OF**

**FALCON MANAGEMENT SERVICES, L.C.**

**FILED**  
95 DEC -6 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be FALCON MANAGEMENT SERVICES, L.C. ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company in Florida shall be 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Nasim A. Rahman, 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member

proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

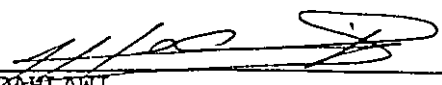
The Company shall be dissolved in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless all of the remaining members consent to continue the business of the Company, provided there are at least two remaining members.

#### ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are:

NAME	ADDRESS
Hassan Dahlawi, individually	330 Biscayne Boulevard Suite 817 Miami, Florida 33132
Abdullah Dahlawi	330 Biscayne Boulevard Suite 817 Miami, Florida 33132
Ghassan Dahlawi	330 Biscayne Boulevard Suite 817 Miami, Florida 33132
Hassan Dahlawi, as Trustee	330 Biscayne Boulevard Suite 817 Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Dade County, Florida, for the foregoing uses and purposes this 16<sup>th</sup> day of November, 1995.

  
HASSAN DAHLAWI

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared Hassan Dahlawi, a member of Falcon Management Services, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, deposes and says:

1. The Company has more than two members.
2. The amount of contributions to the Company made and anticipated to be made by the members is, in the aggregate, \$1,000.00

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Date: November 16, 1995

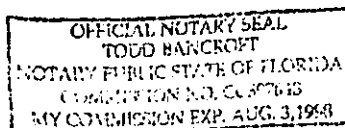
Falcon Management Services, L.C.

By: [Signature]

Hassan Dahlawi, Member

SWORN TO AND SUBSCRIBED before me this 16<sup>th</sup> day of November, 1995 by Hassan Dahlawi, a Member of Falcon Management Services, L.C., a Florida limited liability company. He is personally known to me.

My commission expires:



[Signature]  
Notary Public State of Florida

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

FALCON MANAGEMENT SERVICES, L.C.

2. The name and address of the registered agent and office is:


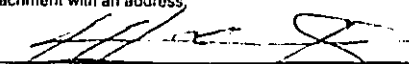
Nasim A. Rahman  
330 Biscayne Boulevard, Suite 817  
Miami, Florida 33132

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.

  
Nasim A. Rahman

FMARTORG.N13

**FILE NOW: Fee after May 1, will be \$263.75**

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1996</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>	
<b>FILING FEE \$ 238.75</b>		<b>Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # L95000000950</b>  FALCON MANAGEMENT SERVICES, L.C. 330 BISCAYNE BLVD SUITE 817 MIAMI FL 33132		<b>1a. Principal Place of Business Address</b>  330 BISCAYNE BLVD SUITE 817 MIAMI FL 33132	
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a</small>			
<b>2. Principal Place of Business</b> Same As Above <small>Suite, Apt. #, etc.</small>		<b>2a. Mailing Address</b> <small>Suite, Apt. #, etc.</small>	
<b>3. Date Organized or Qualified</b> 12/08/1995		<b>3a. State of Formation</b> FL	
<b>4. FEI Number</b> 65-0630330		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>5. Date of Last Report</b>		<b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> <small>SA \$5 Additional Fee Required</small>	
<b>7. Name and Address of Current Registered Agent</b>  RAHMAN, NASIM A 330 BISCAYNE BLVD SUITE 817 MIAMI FL 33132		<b>8. Name and Address of New Registered Agent</b>  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc. <b>700001807317</b> City <b>FL</b> Zip Code <b>33132</b>	
<b>9. Pursuant to the provisions of Sections 608.416 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 as registered agent, and accept the obligations.</b>			
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>			
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MEM	DAHLAWI, HASSAN	330 BISCAYNE BLVD STE 817	MIAMI FL 33132
MEM	DAHLAWI, ABDULLAH	330 BISCAYNE BLVD STE 817	MIAMI FL 33132
MEM	DAHLAWI, GHASSAN	330 BISCAYNE BLVD STE 817	MIAMI FL 33132
MEM	DAHLAWI, HASSAN, As Trustee	330 BISCAYNE BLVD STE 817	MIAMI FL 33132
<b>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.</b>			
<b>SIGNATURE:</b> 		<b>4-25-96</b>	<b>(305) 374-1060</b>
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date</small>	<small>Daytime Phone #</small>

L95000000950

THOMSON MURARO RAZOOK & HART, P.A.

ATTORNEYS AT LAW  
ONE SOUTHEAST THIRD AVENUE  
17TH FLOOR  
MIAMI, FLORIDA 33131

TELEPHONE  
(305) 350-7200  
TELECOPIER  
(305) 374-1005

STEVEN W. DAVIS

February 13, 1997

Ms. Doris McDuffie  
Corporate Specialist Supervisor  
Division of Corporations  
CSC Networks  
1201 Hays Street  
Tallahassee, Florida 32301

Re: Falcon Management Services, L.C.  
Document No. L95000000950

Falcon Administration and Finance Services, L.C.  
Document No. L95000000949

Dear Ms. McDuffie:

Please be advised that the above limited companies have changed their address from:

Suite 817  
330 Biscayne Boulevard  
Miami, Florida 33132

to:

1440 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131

Please change your records accordingly. Thank you for your assistance in this matter.

Sincerely,



SWD/gw

cc: Nasim Rahman

*Dmc*  
*2-19-97*