

L96000000159

CF CORPORATION SYSTEM

Requester's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
96 FEB -6 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100001708271
-02/07/96-01011-0003
****285.00 ****285.00

Delgado Tobacco T, L.C.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Limited Liability	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of H.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fict. Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Walk In	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Mail Out	<input type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

Name _____

Availability _____

Document _____

Examiner _____

Updater _____

Verifier _____

Acknowledgment _____

W.P. Verifier _____

2-6-96

PLEASE RETURN EXTRA COPIES
FILE STAMPED

2-6-96

CONSENT TO USE OF NAME

Orlando TechCenter, L.L.C., a Florida Limited Liability Company hereby consents to the organization-qualification of Orlando TechCenter II, L.L.C. in the State of Florida.

IN WITNESS WHEREOF, Orlando TechCenter, L.L.C. has caused this consent to be executed by its Vice President and attested by its Secretary this 31st day of January, 1996.

ORLANDO TECHCENTER, L.L.C.

By: 

Guenther Reibling, Vice President

Attest:


Guenther Reibling, Secretary

FILED
96 FEB -6 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: [unclear]

FILED

ARTICLES OF ORGANIZATION
OF
ORLANDO TECHCENTER II, L.L.C.

96 FEB -6 PM 3:00

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 make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is Orlando TechCenter II, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 1400 E. Newport Center Drive, Suite 209, Deerfield Beach, Florida 33442.

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, 2051, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - Registered Agent and Registered Office

The name and street address of the registered agent and registered office of the Company in the State of Florida is: James R. Kay, P.A., 2000 Palm Beach Lakes Blvd., Suite 1002, West Palm Beach, Florida 33409.

ARTICLE V - Capital Contributions

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members.

ARTICLE VII - Admission of New Members

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of 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 of 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 VIII - Termination of Existence

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there are at least two remaining members.

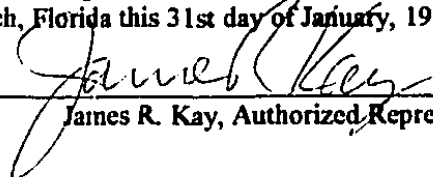
ARTICLE IX - Management

The Company shall be managed by a manager or managers 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 addresses of the initial managers of the Company are:

Uta Ackermans Hochstrasse 12, D-47877 Willich-Schiefbahn, Germany

Ulrich Hahn Hochstrasse 12, D-47877 Willich-Schiefbahn, Germany

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at West Palm Beach, Florida this 31st day of January, 1996.



James R. Kay, Authorized Representative of a Member

Registered Agent Acceptance

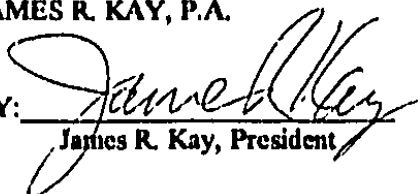
Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree

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.

JAMES R. KAY, P.A.

Date: January 31, 1996

BY:


James R. Kay, President

FILED

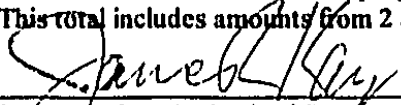
96 FEB -6 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
ORLANDO TECHCENTER II, L.L.C.

The undersigned member or authorized representative of a member of Orlando TechCenter II, L.L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash or property contributed by members is \$50,000.
3. The agreed value of property other than cash contributed by members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$500,000. This total includes amounts from 2 and 3 above.


James R. Kay, Authorized Representative of a Member

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

otcarter.doc

FILED
96 FEB -6 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA