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WINNIE & WINNIE

Attorneys at Law

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Corporate Division  
LLC Filing  
P.O. Box 6237  
Tallahassee, FL 32314

FILED  
MAR - 7 PM 3 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen;

Enclosed please find the original articles of Organization for Picture Archive Communications Services LLC. Also find a copy thereof and the original consent of the Registered Agent. A draft in the amount of \$285.00 is enclosed for filing and registration of the Resident Agent.

Please return the enclosed copy of the articles with the appropriate filing information to this office at your earliest convenience.

Sincerely,

*John S. Winnie*

John S. Winnie

500001715955  
-02/15/96--01079--001  
\*\*\*\*285.00 \*\*\*\*285.00

*1789, 1127, 671  
1796-3531*

# WINNIE & WINNIE

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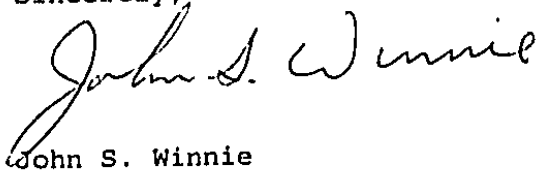
March 5, 1996  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Doris Brown;

Enclosed please find the affidavit referenced in your letter dated February 20, 1996.

Thank you for your attention to this matter.

Sincerely,



John S. Winnie



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 20, 1996

JOHN S. WINNIE, ESQ.  
1100 5TH AVENUE, SOUTH  
SUITE 211  
NAPLES, FL 33940

SUBJECT: PICTURE ARCHIVE COMMUNICATIONS SERVICES, LLC.  
Ref. Number: W96000003821

We have received your document for PICTURE ARCHIVE COMMUNICATIONS SERVICES, LLC. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 496A00007320

ARTICLES OF ORGANIZATION  
OF  
PICTURE ARCHIVE COMMUNICATIONS SERVICES LLC

96 MAR -7 PM 3:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles Of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

Picture Archive Communications Services, LLC.

SECOND: The latest date on which the Limited Liability Company is to dissolve is thirty years from the date of this instrument.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The street address of the initial registered office of the Limited Liability Company in Florida is Suite 211, 1100 5th Ave. South, Naples, FL 33940, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is John S. Winnie.

FIFTH: The principal place of business of the Limited Liability Company is 1100 Fifth Ave South, Suite 201, Naples, FL 33940.

SIXTH: The Limited Liability Company will be operated by the members, and no manager will be appointed. The names and addresses of the present Members are: R. Robert Ruggio and Nicole J. DeBonis as trustee for Mansur R. Kabuka. New members shall be added as set forth in the Operating Agreement.

SEVENTH: The total amount of capital contributed to the Limited Liability Company by the Members in the form of cash and services rendered pursuant to F.S.A. 608.4211 is \$311,212.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests, as set forth in the Operating Agreement.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the majority vote of the Members, in accordance with the terms and conditions of the Operating Agreement of the Limited Liability

ELIZABETH ANN WINNIE  
My Commission CC441158  
Expires Feb. 22, 1999  
Bonded by HAI  
800-422-1555

Nicole J. DeBonis  
Nicole J. DeBonis, Trustee

STATE OF FLORIDA)  
                                  ) SS.:  
COUNTY OF Collier)

The foregoing instrument was acknowledged before me on  
the 21<sup>st</sup> day of January, 1996, by Nicole J. DeBonis as  
trustee for Mansur R. Kabukas. Nicole J. DeBonis is personally  
known to me, or She produced the following type of  
identification: \_\_\_\_\_  
\_\_\_\_\_

Nicole J. DeBonis did take and oath.

SEAL

Elizabeth Ann Winnie  
Notary Public

My commission expires on \_\_\_\_\_



ELIZABETH ANN WINNIE  
My Commission CC441158  
Expires Feb. 22, 1999  
Bonded by HAI  
800-422-1556

AFFIDAVIT PURSUANT TO 608.407(2) FLORIDA STATUTES

BEFORE ME the undersigned notary did personally appear R. Robert Ruggio who after being sworn deposes and sayeth;

1. Picture Archive Communications Services, LLC, has two members to date of filing.

2. The amount of cash contributed by the members is \$91,192.00.

3. The agreed value of the property other than cash contributed is \$0.00.

4. The total amount of cash or property anticipated to be contributed by the members is \$91,192.00.

  
R. Robert Ruggio

Dated March 1, 1996

Sworn to and subscribed before me the undersigned authority by R. Robert Ruggio, being well known to me on this 1 day of March, 1996.

SEAL

Elizabeth Ann Winnie  
NOTARY

My Seal expires 2/22/99



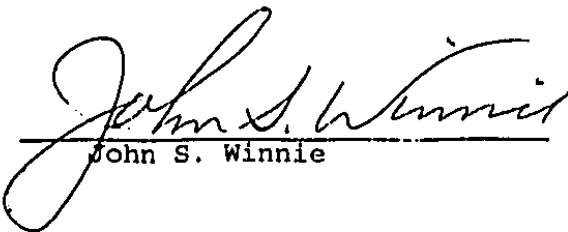
ELIZABETH ANN WINNIE  
My Commission CC441158  
Expires Feb. 22, 1999  
Bonded by HAI  
800-422-1555

**CONSENT TO APPOINTMENT  
BY REGISTERED AGENT**

I, John S. Winnie, having been named as Registered Agent for Picture Archive Communications Services LLC, hereby voluntarily consent to serve as Registered Agent for Picture Archive Communications Services LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: February 12, 1996

  
John S. Winnie

FILED  
96 MAR -7 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA