

L96000000399  
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1904-1989

April 2, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200001768282  
-04/03/96--01085--001  
\*\*\*\*285.00 \*\*\*\*285.00

Re: ARBOR CAPITAL MANAGEMENT, L.C.  
Our File Number-BC95-070

Gentlemen:

Please find enclosed the following items regarding Arbor Capital Management, L.C.:

1. Original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Statement Designating Registered Agent and Office.
2. Check Number 3668 for \$285.00.

Please date stamp the copies and return in the self addressed envelope.

Very truly yours,

BLOCK & COLUCCI, P.C.

*Scott J. Leitten*  
Scott J. Leitten, Esq.

SJL/pas  
Enclosure

ALBANY: 12 CENTURY HILL DRIVE, P.O. BOX 1160, LATHAM, NY 12110, (518) 783-0535  
BUFFALO: 1250 STATLER TOWERS, BUFFALO, NY 14202, (716) 854-4080  
ROCHESTER: 30 W. BROAD ST., SUITE 200, ROCHESTER, NY 14614, (716) 454-1000  
SOUTHERN TIER: THE PRESS BUILDING, 19 CHENANGO STREET, BINGHAMTON, NY 13901, (607) 724-3138  
SYRACUSE: 5786 WIDEWATERS PARKWAY, SYRACUSE, NY 13214, (315) 445-1272

FILED  
APR 3 1996  
TALLAHASSEE, FLORIDA

MBM  
4-9-96  
TB

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MAR-3 AM 11:24  
CLERK OF DISTRICT COURT  
JUPITER, FLORIDA

**ARTICLES OF ORGANIZATION  
OF ARBOR CAPITAL MANAGEMENT, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND ADDRESS**

The name of the limited liability company shall be Arbor Capital Management, L.C. Its principal street mailing address shall be located at 1001 North U.S. Highway One, Suite 400, Jupiter, Florida 33477.

**ARTICLE II  
DURATION**

The period of duration of this limited liability company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE III  
MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. Lawrence T. McGowan - 1001 North U.S. Highway One, Suite 400, Jupiter, FL 33477.
2. Gerald T. Cole - 1001 North U.S. Highway One, Suite 400, Jupiter, FL 33477.

**ARTICLE IV  
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold, assigned or otherwise transferred except with unanimous written consent of all

members.

On the death, insanity, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1001 North U.S. Highway One, Suite 400, 33477, Jupiter, Florida, 33477 and the name of the company's initial registered agent at that address is Anthony J. Colucci, Jr.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Arbor Capital Management, L.C.

Executed by the undersigned at Jupiter, Florida on the 22 day of January, 1996.

  
\_\_\_\_\_  
LAWRENCE T. MCGOWAN

  
\_\_\_\_\_  
GERALD T. COLE

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

State of New York       )  
                                  ) ss:  
County of Erie         )

In compliance with Florida Statutes Section 608.407(2), the undersigned members of Arbor Capital Management, L.C., depose and say:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$ 1000.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$ 1000.00.

  
\_\_\_\_\_  
LAWRENCE T. MCGOWAN

  
\_\_\_\_\_  
GERALD T. COLE

The foregoing instrument was acknowledged before me this 25 day of January, 1996, by Lawrence T. McGowan and Gerald T. Cole, members, on behalf of Arbor Capital Management, L.C., a limited liability company. They are personally known to me or have produced drivers licenses as identification.

  
\_\_\_\_\_  
Notary Public  
State of New York

KATHLEEN W. ROBINSON  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN ERIE COUNTY  
MY COMMISSION EXPIRES SEPT. 30, 96

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

State of Florida            )  
                                  ) ss:  
County of Palm Beach    )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Arbor Capital Management, L.C.

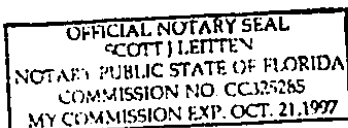
The name of the registered agent for Arbor Capital Management, L.C. is Anthony J. Colucci, Jr. and the street address where the agent is located is 1001 North U.S. Highway One, Suite 400, Jupiter, FL 33477.

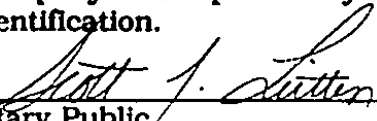
This statement is to acknowledge that, as indicated above, Arbor Capital Management, L.C. has appointed me, Anthony J. Colucci, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and 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 22 day of January, 1996.

  
ANTHONY J. COLUCCI, JR.

The foregoing instrument was acknowledged before me this 22 day of January, 1996, by Anthony J. Colucci, Jr., agent on behalf of Arbor Capital Management, L.C., a limited liability company. He is personally known to me or has produced a drivers license as identification.



  
Notary Public  
State of Florida

RECEIVED  
JAN 24 1996  
NOTARY PUBLIC  
STATE OF FLORIDA