

L9600000687

101 HAYS STREET

ROOM 142-0086

DAYTONA BEACH, FL 32115

904-251-9171

904-251-9171 X



PREMIER HALL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 999467 90699A

AUTHORIZATION :

COST LIMIT : \$PRPAID

ORDER DATE : June 25, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 999467

CUSTOMER NO: 90699A

CUSTOMER: Scott R. Rost, Esq
DORAN WALTERS ROST SELTER &
WOLFE
P. O. Box 15110

Daytona Beach, FL 32115

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 1:04

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***346.25 ***346.25

DOMESTIC FILING

NAME: SPACE COAST PARTNERS I, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
SPACE COAST PARTNERS I, L.C.**

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The undersigned, as the authorized representative of the members of the limited liability company sought to be formed hereunder, hereby forms a limited liability company pursuant to the laws of the State of Florida.

ARTICLE I - NAME

The name of the limited liability company is **SPACE COAST PARTNERS I, L.C.**

ARTICLE II - DURATION

The limited liability company shall exist into perpetuity.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

ARTICLE IV - REGISTERED AGENT

The name and street address of its initial registered agent in the State of Florida is Scott R. Rost, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118. The acceptance of appointment as registered agent is set forth as provided by law hereinbelow.

ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted only upon majority vote of the initial members, upon such terms as may be expressly agreed upon in writing by the majority of such initial members, within the Regulations or otherwise. Furthermore, the initial members may agree in writing, within the Regulations or otherwise, to restrict or condition the sale, assignment, transfer or conveyance, voluntary or otherwise, of any or all interest of the initial members or any additional members,

including but not limited to a grant of a right of first refusal in favor of one or more members, regarding purchase of any other member's interest.

ARTICLE VI - CONTINUATION OF BUSINESS

Should any member of the limited liability company die, retire, resign, be expelled, declare bankruptcy or be dissolved, or should any other event transpire which would similarly terminate such member, the remaining members shall have the right to continue the business of the limited liability company, notwithstanding such termination.

ARTICLE VII - MANAGEMENT

The management of the limited liability company shall be by a manager. The name and address of the manager who shall serve until the first annual meeting of members, or until their successors are elected and qualify, is Glenn Rose, 1645 Dunlawton Avenue, Apt. # 1124, Port Orange, FL 32127.

ARTICLE VIII - MEMBERSHIP AND CONTRIBUTIONS

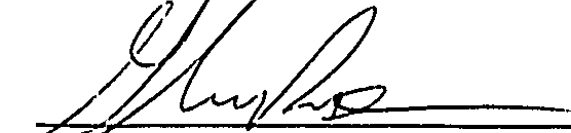
An affidavit setting forth the minimum number of members, the amount of cash and description and agreed value of any other property contributed, and the amount anticipated to be contributed by the members in the form prescribed by law accompanies these Articles of Organization as Exhibit "A" hereto.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for the purpose of filing these Articles of Organization is as follows:

Glenn Rose
1645 Dunlawton Avenue, Apt. # 1124
Port Orange, FL 32127

IN WITNESS WHEREOF, the undersigned authorized representative does hereby execute
and acknowledge these Articles this 21st day of JUNE, 1996.


Glenn Rose

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21st day of June, 1996, by
Glenn Rose who:

[] is personally known to me; or

[X] has produced the following identification: FLORIDA DRIVER LICENSE


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



Beth A. Jones
MY COMMISSION # CC580708 EXPIRES
June 11, 2000
BONDED THRU TROY PAUL INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Fla. Stat. (1995), **SPACE COAST PARTNERS I, L.C.** hereby designates Scott R. Rost, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118, as its Registered Agent and the street address of its registered office, respectively, for service of process within the State of Florida.

SPACE COAST PARTNERS, I, L.C.

By: 

Glenn Rose
Authorized Representative

ACCEPTANCE OF DESIGNATION

I am familiar with, and hereby accept, the obligations attending the foregoing designation as Registered Agent of **SPACE COAST PARTNERS I, L.C.**, for service of process within the State of Florida.


Scott R. Rost

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STATE OF NEW YORK

COUNTY OF NASSAU

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DIVISION OF CORPORATIONS

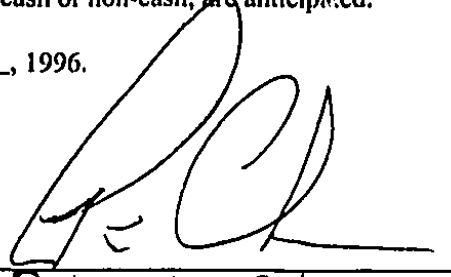
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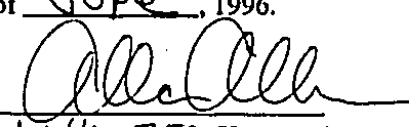
The undersigned, being first duly sworn, hereby certifies the following with respect to the formation and capitalization of **SPACE COAST PARTNERS I, L.C.**, a Florida limited liability company (the "Company"):

1. **SPACE COAST PARTNERS I, L.C.**, when formed, initially will have at least two members.
2. The members have contributed the sum of \$90,000.00 in cash to the capital of the Company. The agreed value of all non-cash contributions to the capital of the company is \$110,000.00. The description of such non-cash contributions is miscellaneous professional services. The total value of all cash and non-cash contributions to the capital of the Company is \$200,000.00. No additional contributions, cash or non-cash, are anticipated.

This 11th day of June, 1996.


Peter L. Cohen

Sworn to and subscribed before me
this 11th day of June, 1996.


Notary Public NY Lic 750326213

My Commission expires: _____

ALLAN ALKES
NOTARY PUBLIC, State of New York
No. 4977303
Qualified in Nassau County
Commission Expires February 4, 2007

EXHIBIT "A"