

JOHN L. THOMAS, L

ATTORNEY AT LAW

130 HILLCREST STREET  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 843-1700  
FACSIMILE (407) 425-9030

July 1, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

000001885790  
-07/05/96--01108--001  
\*\*\*337.50 \*\*\*337.50

Re: ADVANTAGE INDOOR, L.L.C.

Dear Sir:

Enclosed are the original and duplicate original of the Articles of Organization of this proposed limited liability company, together with designation of resident agent and Affidavit of Membership and Contributions of Limited Liability Company.

The duplicate original of the Articles of Organization has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of these Articles of Organization on the duplicate original, certify and return it to the undersigned.

Also enclosed is check in the amount of \$337.50 to cover the following:

Filing Fee	\$250.00
Designation of Resident Agent	35.00
Certified Copy of Charter	52.50
	<u>\$337.50</u>

Thank you for your cooperation in this matter.

Yours very truly,



John L. Thomas, II

JLT/cgh  
Enclosures

FILED  
96 JUL -5 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

63 7/10/96

ARTICLES OF ORGANIZATION  
OF  
ADVANTAGE INDOOR, L.L.C.

FILED  
96 JUL -5 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this Limited Liability Company is ADVANTAGE INDOOR, L.L.C. ("Company").

2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of twenty-five (25) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Mailing Address and Street Address. The Company's mailing address is 2327 River Park Circle, Suite 1411, Orlando, Florida 32817. The Company's street address is 2327 River Park Circle, Suite 1411, Orlando, Florida 32817.

4. Registered Agent and Office. The name of the initial registered agent of the Company is CHRIS BEAUCHAMP. The street address of the initial registered agent of the Company is 2327 River Park Circle, Suite 1411, Orlando, Florida 32817.

5. Additional Members. Additional members to the Company may be admitted, but only if all the current member agree to the admission of the additional members and to the terms of admission.

6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminated the continued membership of a member in the Company, the remaining member may, by unanimous written agreement, continue the business of the Company.

7. Management of the Company. The management of the Limited Liability Company is reserved to the members. The following persons will initially be the managing members:

Name and Address

CHRIS BEAUCHAMP  
2327 River Park Circle, Suite 1411  
Orlando, Florida 32817

CRAIG ORGAN  
2327 River Park Circle, Suite 1411  
Orlando, Florida 32817

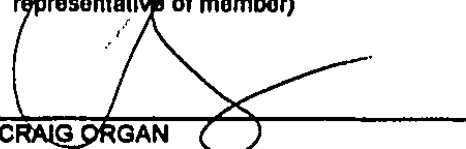
8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of July 1, 1996.



CHRIS BEAUCHAMP  
(Signature of member or authorized  
representative of member)



CRAIG ORGAN  
(Signature of member or authorized  
representative of member)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA 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: ADVANTAGE INDOOR, L.L.C.
2. The name and address of the registered agent and office is:

CHRIS BEAUCHAMP  
2327 River Park Circle, Suite 1411  
Orlando, Florida 32817

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.

  
CHRIS BEAUCHAMP

Date: 7/1/96

FILED  
96 JUL -5 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

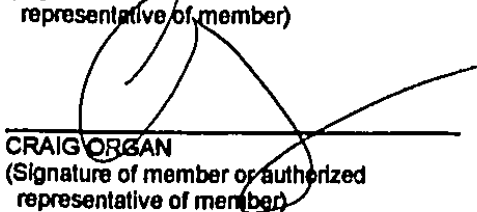
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of ADVANTAGE INDOOR, L.L.C. deposes and says:

1. The above named Limited Liability Company has at least two members;
2. The total amount of cash contributed by the member(s) is \$8,000.00;
3. If any, the agreed value of property other than cash contributed by member(s) is \$ ZERO (a description of the property is attached and made a part hereof); and
4. The total amount of cash or property anticipated to be contributed by member(s) is \$8,000.00. This total includes amounts from 2 and 3 above.



CHRIS BEAUCHAMP  
(Signature of member or authorized  
representative of member)



CRAIG ORGAN  
(Signature of member or authorized  
representative of 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.)

FILED  
96 JUL -5 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA