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Of Counsel  
BENJAMIN A. JABLOW, LL.M. (Tax)  
ARTHUR L. TEPPER \*\*

\* Also admitted in Pennsylvania  
\*\* Also admitted in New York

July 22, 1996

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: TradeNet, L.C. / R96000003406

200001903592  
-07/24/96--01088--001  
\*\*\*\*337.50 \*\*\*\*337.50

Dear Sirs/Mesdames:

Enclosed for filing are Articles of Organization, Designation of Registered Agent and Affidavit of Capital Contributions.

I have also enclosed a check in the amount of \$337.50 for the filing and certified copy fees.

Please process this at your earliest possible convenience and return the certified copy of the Articles of Organization to me at 1680 Fruitville Road, Suite 102, Sarasota, Florida 34236.

Thank you for your assistance.

Sincerely,

Arthur L. Tepper  
For the Firm

ALT/laf  
Encls.

JUL 25 1996

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FILED  
96 JUL 24 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 JUL 24 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
of  
TRADENET, L.C.**

**FILED**  
96 JUL 24 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member of TradeNet, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is:

TradeNet, L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2046 unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

1680 Fruitville Road  
Suite 102  
Sarasota, Florida 34236

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

1680 Fruitville Road  
Suite 102  
Sarasota, Florida 34236

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company  
in the State of Florida shall be:

Alan E. Tannenbaum, Esq.  
Levin and Tannenbaum, P.A.  
1680 Fruitville Road  
Suite 102  
Sarasota, Florida 34236

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member who is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote or written consent of those members owning a majority of the capital and profits interest of the Company

(excluding the member seeking to transfer his interest in the Company), which vote or consent may be unreasonably withheld, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

#### **ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, insanity, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote or written consent of those members owning a majority of the capital and profits of the Company as contemplated in Rev. Proc. 94-46.

#### **ARTICLE IX. MANAGERS**

The Company shall be managed by the members whose names and addresses are set forth below.

Alan E. Tannenbaum  
1680 Fruitville Road  
Suite 102  
Sarasota, Florida 34236

Jerome S. Levin  
1680 Fruitville Road  
Suite 102  
Sarasota, Florida 34236

Arthur L. Tepper  
1680 Fruitville Road  
Suite 102  
Sarasota, Florida 34236

Ms. Elizabeth Bowen  
1680 Fruitville Road  
Suite 102  
Sarasota, Florida 34236

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or her contribution to capital except as provided in the Company's Regulations then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote or written consent of those members owning a majority of the profits and capital interest of the Company.

**ARTICLE XII. AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may only be amended, altered or repealed upon the affirmative vote or written consent of those members owning a majority of the profits and capital interest of the Company.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of this 22<sup>nd</sup> day of July, 1996.

  
Arthur L. Tepper, Member

### **AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability company Act, the undersigned, a member of TradeNet, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has four (4) members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$500.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

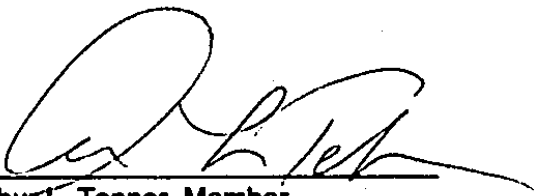
\$40,000.00

4. There have been no contributions to the Company made by the members other than cash contributions.

5. The total amount of 2, 3 and 4 is \$40,500.00.

Under penalties of perjury, the undersigned, as a member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: July 22, 1996.

  
Arthur L. Tepper, Member

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 and 608.507 of the Florida  
Limited Liability Company Act:

Having been appointed registered agent of TradeNet, L.C., in its Articles of  
Organization, at the place designated in such Articles of Organization, the undersigned  
hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the  
obligations of such position.

  
\_\_\_\_\_  
Alan E. Tannenbaum

Dated: July 22, 1996.

**FILED**  
96 JUL 24 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA