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ACCOUNT NO. : 072100000032

REFERENCE : 104586 4329479

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pyrit*

RECEIVED  
96 OCT -1 AM 11:16  
DIVISION OF CORPORATION

ORDER DATE : October 1, 1996

ORDER TIME : 9:25 AM

ORDER NO. : 104586

CUSTOMER NO: 4329479

300001961293

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: 761-771 NORTHLAKE BLVD.  
ACQUISITION, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED  
96 OCT -1 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KR*  
*10-1-96*

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TALLAHASSEE, FLORIDA

## **Articles of Organisation**

**of**

**761-771 NORTHLAKE BLVD. ACQUISITION, L.C.**

### **ARTICLE I**

#### **Name and Duration**

The name of this Limited Liability Company is 761-771 NORTHLAKE BLVD. ACQUISITION, L.C. (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and terminate upon the event of death, 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 Company, whereupon the Company shall terminate and be dissolved unless the remaining Members shall unanimously elect to remain in existence and continue in business.

### **ARTICLE II**

#### **Principal Office**

The mailing address and street address of the principal office of the Company is 1338 Sulphur Spring Road, Baltimore, Baltimore County, Maryland 21227, or such other place as the Members of the Company may determine from time to time.

### **ARTICLE III**

#### **Registered Office and Agent**

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432. The name of the registered agent at such address is A.G.C. Co.

#### ARTICLE IV

##### Company Purpose, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

#### ARTICLE V

##### Initial Members

The names and addresses of the initial members of the Company (the "Members") are:

- (1) James F. Bell  
c/o Arnold R. Silbiger  
1338 Sulphur Spring Road  
Baltimore, Maryland 21227
- (2) Robert J. Bell  
c/o Arnold R. Silbiger  
1338 Sulphur Spring Road  
Baltimore, Maryland 21227

#### ARTICLE VI

##### Admission of Additional Members

Additional members may be admitted from time to time only upon the written consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

#### ARTICLE VII

##### Management

1. The Company shall be managed by one or more managers. The above named initial members shall serve as managers until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, managers of the

Company to conduct the business affairs of the Company, in accordance with the Regulations.

#### **ARTICLE VIII**

##### **Regulations**

The power to adopt, alter, amend or repeal the regulations of the Company is vested in the Members as provided in the regulations of the Company.

#### **ARTICLE IX**

##### **Transferability of Members' Interest**

A Member's interest in the Company is not assignable or transferable in whole or in part, unless all of the non-assigning or non-transferring Members unanimously consent in writing to the assignment or transfer. A unanimous written consent of all the remaining Members is required if the assignee or transferee intends to become a Member. Without such consent, the assignee or transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

#### **ARTICLE X**

##### **Continuation of Business**

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.

DATED as of the 27th day of September, 1996.

Robert J. Bell  
Robert J. Bell, Member

STATE OF MARYLAND }  
COUNTY OF ANNE ARUNDEL } SS.

The foregoing instrument was acknowledged before me this 27th day of Sept, 1996, by Robert J. Bell, on behalf of the Company, as one of its Members. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

Margaret J. Gorton  
(Notary Signature)

MARGARET J. GORTON  
(Notary Name Printed)

NOTARY PUBLIC  
Commission to: 11/1/99  
Expires

3492:\22688\93001\ARTICLE1.LLC  
July 27, 1996

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, 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 761-771 NORTHLAKE BLVD. ACQUISITION, L.C.

2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: December 30, 1996.

A.G.C. Co.

By: 

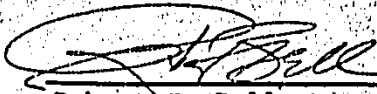
As its: Jerry R. Winnett  
Vice President

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of 761-771 NORTHLAKE BLVD. ACQUISITION, 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 members is \$100.00.
3. The agreed value of property other than cash contributed by members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2. and 3. above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

  
Robert J. Bell

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July 17 1996

FILED  
96 OCT -1 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA