

FEB 28 '97 3:27PM COHEN BERKE

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NAME: GIFTCO L.C.

AUDIT NUMBER.....H97000003579

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**ARTICLES OF ORGANIZATION  
OF  
GIFTCO L.C.**

The undersigned, acting as a member of a limited liability company under the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for GIFTCO L.C. (the "Company"):

**ARTICLE ONE**

**NAME**

The name of the Company is GIFTCO L.C.

**ARTICLE TWO**

**DURATION**

The period of duration of the Company is until the close of business on December 31, 2030, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

**ARTICLE THREE**

**ADDRESS**

The mailing address and street address of the principal office of the Company is 321 East Georgia Avenue, Longwood, Florida 32750.

**ARTICLE FOUR**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and street of the initial registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

Prepared by:  
James P. Moskosky, Esq.  
Florida Bar No. 727008  
2601 So. Bayshore Dr., 19th Fl.  
Miami, Fl. 33133  
(305) 854-5900

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## **ARTICLE FIVE**

### **MANAGEMENT**

The Company shall be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Michael Breidenbach	321 East Georgia Avenue Longwood, Florida 32750
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Joseph Zalter	321 East Georgia Avenue Longwood, Florida 32750
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## **ARTICLE SIX**

### **ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

## **ARTICLE SEVEN**

### **MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon 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 of the Company.

## **ARTICLE EIGHT**

### **INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the


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Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned as of February 27, 1997.

  
\_\_\_\_\_  
Michael Breidenbach, a member

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for GIFTCO L.C. in the foregoing Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 

Title: Vice Pres.

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H97000003579**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned, being a member of GIFTCO L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. The Company has at least two (2) members.
2. The total amount of cash contributed to the Company by the members of the Company is \$1,000.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$ -0-. The description of such property is attached hereto and incorporated herein.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2 and 3 above, is \$1,000.

Michael Breidenbach  
Michael Breidenbach, a member

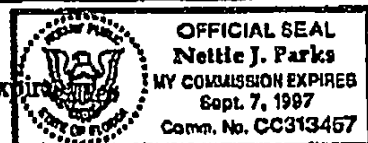
The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1997, by Michael Breidenbach, as member of GIFTCO L.C., a limited liability company, on behalf of the limited liability company, who is personally known to me.

NOTARY PUBLIC:

Sign: Nettie J. ParksPrint: Nettie J. Parks

State of Florida

My Commission Expires



IDENTIFICATION PROVIDED.

Personally known to me  
(S) HE DID/DID NOT TAKE AN OATH.

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