

L98000000251

February 18, 1998

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Fl. 32314

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-02/23/98--01134--001
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To Whom It May Concern:

Please note the following Articles of Organization for Limited Liability Company and Affidavit of Membership and Contributions for CodeSpring, L.C. Kindly file these documents in the office of the Department of State with an effective date of February 19, 1998. If you should have any questions, please do not hesitate to contact me at (954) 769-7261 (daytime).

Sincerely,

Alexander Conley Stancioff

Alexander Conley Stancioff
1210 Columbus Boulevard
Coral Gables, Fl. 33134

CM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is CodeSpring, L.C.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1210 Columbus Boulevard, Coral Gables, Florida 33134.

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual, beginning February 19, 1998.

ARTICLE IV – Management:

The Limited Liability Company is to be managed by the members. The member names, addresses and management ownership proportions are as follows:

Alexander Conley Stancioff
1210 Columbus Boulevard
Coral Gables, Florida 33134
Member Ownership 50.1%

Milen Iossifov Mishkovsky
199 Baughman's Lane
Frederick, Maryland 21701
Member Ownership 49.9%

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ARTICLE V – Admission of Additional Members:

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV.

ARTICLE VI – Members Rights to Continue Business:

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 in the limited liability company, the member or his estate must proffer his shares to the other member(s) with an asking price of his own determination. The remaining members will then have a right to either (i) accept the asking price and purchase the outgoing members shares, or (ii) proffer their own shares to the outgoing member for the same price, prorated based on their ownership percentage(s) at the time of the occurrence.

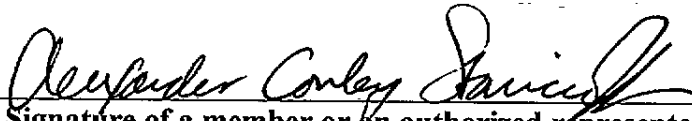
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CodeSpring, L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$410.00
- 3) if any, the agreed value of property other than cash contributed by members is \$0.00

and;

- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$0.00



Signature of a member or an authorized representative of a 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.)

Alexander Conley Stancioff

Typed or printed name of signee.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CODESPRING, L.C.

2. The name and the Florida street address of the registered agent are:

ALEX STANCIOFF

NAME

1210 COLUMBUS BLVD.

Florida street address (P. O. Box NOT ACCEPTABLE)

CORAL GABLES FL 33134

CITY, STATE AND ZIP

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.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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