



THE UNITED STATES
CORPORATION
COMPANY

L98000000507

ACCOUNT NO. : 072100000032

REFERENCE : 794234 4346980

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 2:33

ORDER DATE : April 24, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 794234-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardoch
KALISH & WARD

100002499551--5

Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: SEMPER, L.C.

EFFECTIVE DATE:

XX LIMITED LIABILITY COMPANY
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OA

L98-507

ARTICLES OF ORGANIZATION

OF

SEMPER, L.C.

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I NAME

The name of the limited liability company shall be:

Semper, L.C.

ARTICLE II PERIOD OF DURATION

The period of duration of the limited liability company shall be from the date of filing until the first to occur of the following:

(a) Fifty (50) years from the date of filing of these Articles of Organization with the Department of State; or

(b) Dissolution of the limited liability company by law or by regulations adopted by the members of the limited liability company.

ARTICLE III PURPOSES

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV GENERAL POWERS

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or an interest in real or personal property of any legal or equitable property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use,

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employ, sell, convey, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

- (i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or
- (ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.
- (d) Make contracts or guarantees, or incur liabilities; borrow money at such rate of interest as the limited liability company may determine; issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all of any part of its property, assets, franchises or income.
- (e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.
- (f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.
- (g) Elect or appoint managers and agents, define their duties, and fix their compensation.
- (h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.
- (i) Make donations to the public welfare or for charitable, scientific or educational purposes.
- (j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.
- (k) Cease its activities and surrender its Articles of Organization.
- (l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.
- (m) Transact any lawful business which the members or the managers find to be in aid of governmental policy.
- (n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.
- (o) Be a promoter, incorporator, general partner, limited partner, member, associate, or

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manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

- (p) Sue or be sued, or complain or defend, in its name.
- (q) Have and exercise all other powers necessary or convenient to effect its purposes.

**ARTICLE V
ADDRESS AND PLACE OF BUSINESS**

The address and the place of business in Florida for the limited liability company is 2516 W. Kennedy Boulevard, Tampa, Florida 33609.

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent is R. Reid Haney. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VII
INITIAL CAPITAL CONTRIBUTIONS**

The total amount of cash and the description and agreed value of other property and services initially contributed to the limited liability company is as follows:

<u>MEMBER</u>	<u>PROPERTY AND/OR SERVICES</u>	<u>INTEREST</u>
Devisers, L.P.	\$16,000.00 cash and other valuable consideration in the form of intangible property interests	99%
Devisers, Inc.	Future services as Manager of the company, \$100.00 cash, and other valuable consideration	1%

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**ARTICLE VIII
ADDITIONAL CONTRIBUTIONS**

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

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ARTICLE IX
MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the Board of Managers of the limited liability company (the "Board of Managers"). The Board of Managers shall consist of not less than one (1) nor more than three (3) members elected by a majority vote in interest of the members of the limited liability company. Each member of the Board of Managers shall serve a term of the greater of (i) one year, or (ii) the period from his or her election until the election of his or her successor; provided, however, any Manager may be removed for cause as provided in the regulations of the limited liability company. The initial Board of Managers shall consist of one member, and the name and current address of the Manager who is to serve until its successor is elected and qualify is as follows:

Devisers, Inc.
2516 W. Kennedy Boulevard
Tampa, Florida 33609

ARTICLE X
OWNERSHIP

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The name and current address of each initial member is as follows:

Devisers, L.P.
2516 W. Kennedy Boulevard
Tampa, Florida 33609

Devisers, Inc.
2516 W. Kennedy Boulevard
Tampa, Florida 33609

ARTICLE XI
CONTINUITY OF 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 business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued by the unanimous consent or agreement of the remaining members.

ARTICLE XII
RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of a new member shall be determined by the Manager as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous consent of the members, or in accordance with the

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regulations and/or an agreement, if any, between the members and the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

**ARTICLE XIII
REGULATIONS**

The members of the limited liability company shall adopt an operating agreement and regulations of the limited liability company pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**ARTICLE XIV
ACKNOWLEDGMENT**

The members of the limited liability company, through their undersigned authorized representative, does hereby certify that the foregoing constitutes the proposed Articles of Organization of Semper, L.C. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned have executed these Articles of Organization this 23 day of April, 1998.

DEVISERS, L.P.

By: Brian Abeles
Brian Abeles, Chief Executive Officer

DEVISERS, INC.

By: Brian Abeles
Brian Abeles, President

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Semper, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

Executed this 23rd day of April, 1998.


R. REID HANEY, ESQUIRE

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AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, this day personally appeared **BRIAN ABELES** ("Affiant") who, after first being duly sworn, deposes and says the following:

1. Affiant is the duly authorized representative for Devisers, L.P. and Devisers, Inc., the members of Semper, L.C.
2. Semper, L.C. has at least two members.
3. The amount of cash and a description and agreed value of the property other than cash contributed by the members and the amount anticipated to be contributed by members is as set forth below:

INITIAL CAPITAL CONTRIBUTION

The total amount of cash and the description and agreed value of property other than cash initially contributed to the limited liability company is as follows:

<u>Member</u>	<u>Property</u>	<u>Agreed Value</u>
Devisers, L.P.	\$16,000.00 cash and other valuable consideration in the form of intangible property interests	
Devisers, Inc.	Future services as Manager of the company, \$100.00 cash, and other valuable consideration	

ADDITIONAL CONTRIBUTIONS

No additional contributions of property to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

4. Affiant has examined this certification and to the best of Affiant's knowledge and belief it is true, correct and complete.

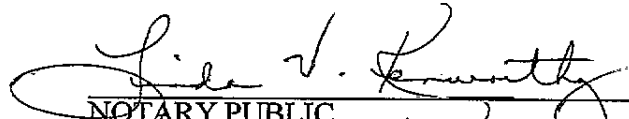

BRIAN ABELES

"Affiant"

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The foregoing instrument was acknowledged before me this 23rd day of April, 1998, by Brian Abeles, who is personally known to me or produced _____ as identification and did take an oath.

[NOTARIAL SEAL]


NOTARY PUBLIC
Print Name: LINDA V. KENWORTHY
Commission No. _____
My Commission Expires: _____



Linda V Kenworthy
My Commission CC601575
Expires November 14, 2000

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