

L9800000/1001

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July 7, 1998

Via Federal Express

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

800002583278--5  
-07/08/98--01080--006  
\*\*\*\*285.00 \*\*\*\*285.00

Re: IGAD, L.L.C., a limited liability company

Dear Sir:

Enclosed please find an original and one copy of the Articles of Organization with reference to the above-captioned matter.

Also enclosed please find our check in the amount of \$285.00 for the filing fee.

Kindly file same and return the copy to me marked "filed."

Thank you for your cooperation in this matter.

Very truly yours,

*Susan L. Priess*

Susan L. Priess, CLA  
Certified Legal Assistant

FILED  
98 JUL 8 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

L98-1001

Name Availability	<i>OK-79</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

# ARTICLES OF ORGANIZATION OF IGAD HOLDINGS, L.L.C.

The undersigned hereby subscribes to, certifies that, for the purpose of forming a limited liability company under Chapter 608 of the laws of the State of Florida, providing for the formation rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE I

### Name

The name of the limited liability company shall be IGAD HOLDINGS, L.L.C.

## ARTICLE II

### Address

The mailing address and principal place of business shall be 1441 Pelham Road, City of Wellington, County of Palm Beach, Florida, 33414, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

## ARTICLE III

### Duration

This limited liability company shall exist for a period of time not to exceed thirty (30) years from the date of filing the Articles with the Office of the Secretary of State of Florida, or until sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IV

### Management

Management of this limited liability company is reserved to its members, whose names and addresses of the managing members are as follows:

Ezra Smilovic

1441 Pelham Road  
Wellington, Florida 33414

**ARTICLE V**

**Restrictions on Membership**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company by unanimous consent of its members.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

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TALLAHASSEE, FLORIDA

**ARTICLE VI**

**Members Rights to Continue Business**

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

**ARTICLE VII**

**Capital Contributions**

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash or kind shall be paid to the limited liability company by the member(s) in proportion to their ownership interest as set forth:

Ezra Smilovic                      100%.

Additional contributions may be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

**ARTICLE VIII**

**Purposes and Powers**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

- I. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or a part of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE IX**

**Initial Registered Office and Agent**

The address of the initial registered office of the limited liability company is 1441 Pelham Road, City of Wellington, County of Palm Beach, State of Florida, 33414, and the name of its initial registered agent at such address is Ezra Smilovic.

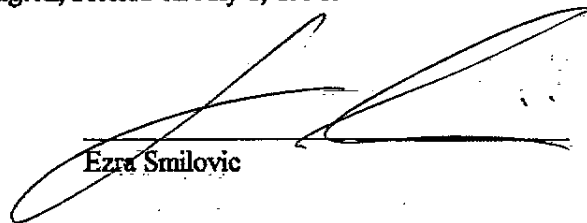
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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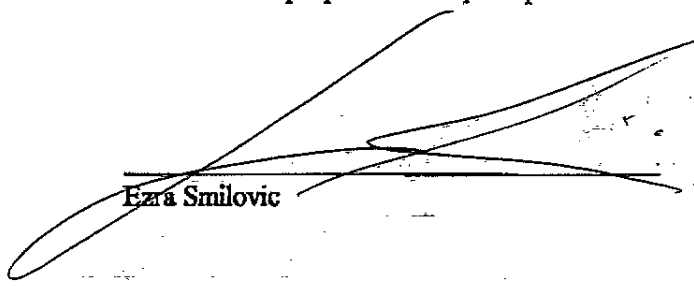
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of GAD Holdings, L.L.C.

Executed by the undersigned at Wellington, Florida on July 1, 1998.

  
Ezra Smilovic

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated company, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Ezra Smilovic

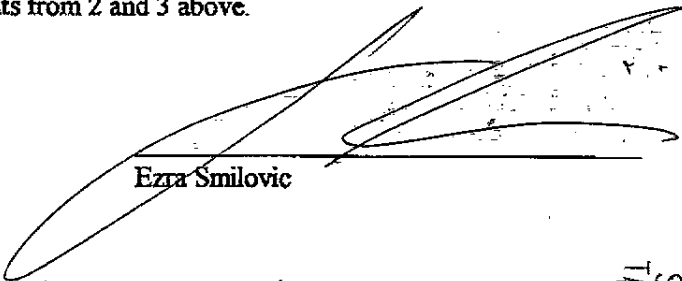
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of IGAD Holdings, L.L.C. deposes and says:

- 1. The above named limited liability company has at least one member.
- 2. The total amount of cash contributed by the members is \$1,000.00.
- 3. If any, the agreed value of property other than cash contributed by members is \$0.

A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.



Ezra Smilovic

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 TALLAHASSEE, FLORIDA