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OF COUNSEL  
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\* BOARD CERTIFIED IN TAXATION AND  
MASTER OF LAWS IN ESTATE PLANNING  
+ ALSO ADMITTED IN MASSACHUSETTS

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July 16, 1998

Attn: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

300002593003--0  
-07/20/98--01089--002  
\*\*\*\*337.50 \*\*\*\*337.50

Re: GENICON, L. C.  
Effective Date: July 15, 1998

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

Name	7/22/98
Availability	dcc
Document	ML:ym
Examiner	Enclosures dcc
Updater	cc: Mr. Gary Haberland dcc
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
GENICON, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be:

**GENICON, L. C.**

The mailing address and street address of its principal place of business is 573 Waterscape Way, Orlando, Florida 32828

ARTICLE II  
DURATION

The period of this Company's duration is perpetual.

ARTICLE III  
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by two (2) managers. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the persons who shall serve as managers until the first annual meeting of members or until successors are elected and qualified are as follows:

<u>Names</u>	<u>Addresses</u>
GARY HABERLAND	573 Waterscape Way Orlando, Florida 32828
PETER SCHULTZ	509 Oleander Lane Delray Beach, Florida 33483

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TALLAHASSEE, FLORIDA

ARTICLE IV  
MEMBERSHIP INTERESTS AND VOTING

There shall be two classes of membership interests in the Company, designated as Class A and Class B interests. All membership interests shall be issued in units. There are 100 units of Class A interests and 9900 units of Class B interests. Each unit of ownership shall have one vote on all matters on which such ownership interest is entitled to vote, either as a member or manager. The only difference between the classes of ownership interests shall be that Class A interests shall have voting rights and Class B interests shall have no voting rights, except as expressly provided in the Articles or Regulations of the Company. Voting on matters on which both classes are entitled to vote shall be by vote of the membership interests as a whole and not by class.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 75% of the Class A member interests in the Company. Determination of class of member interest and contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 51% of the Class A member interests of the Company.

ARTICLE VI  
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on the 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. This Company may be dissolved by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

Ivan M. Lefkowitz, Esquire  
430 North Mills Avenue  
Orlando, Florida 32803

ARTICLE VIII  
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

Executed by the undersigned on this 15<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
GARY HABERLAND

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
PURSUANT TO F.S. § 608.407

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TALLAHASSEE, FLORIDA

State of Florida

County of Orange

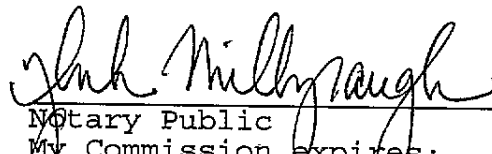
Before the undersigned authority personally appeared GARY HABERLAND, a member of GENICON, L.C., who on oath says:

1. That he is a member of GENICON, L.C.
2. That GENICON, L.C., has at least two members.
3. The total amount of initial cash contributed by the members is \$10,000.00.
4. If any, the agreed value of property other than cash contributed by the members is \$-0-. A description of the property is attached as Exhibit A and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by the members is \$50,000.00. This total includes the amounts from paragraphs 3 and 4 above.

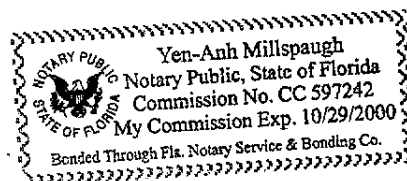
Further affiant sayeth naught

  
GARY HABERLAND

Sworn to and subscribed before me this 15<sup>th</sup> day of July, 1998, by GARY HABERLAND, on behalf of GENICON, L.C., who is personally known to me or who has produced a Florida driver's license as identification.

  
Notary Public  
My Commission expires:

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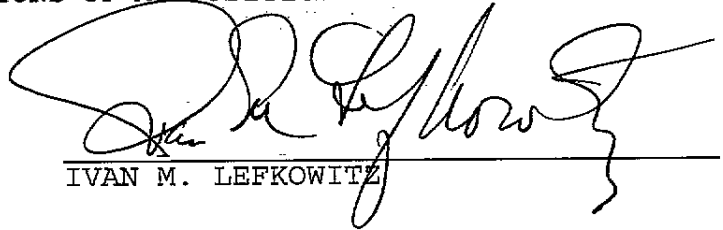


GENICON, L.C.

ACCEPTANCE

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.

Date: July 16, 1998

  
IVAN M. LEFKOWITZ

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98 JUL 20 PM 1:50  
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