

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L98000001425

Venus(Miami) Partners, LLC

[Handwritten initials]

BK

8/12/98

Signature _____

Requested by: *ces*

Name _____

8/12
Date

9:35
Time

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

✓ L.C. File *cert*

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

✓ Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 PM 2:17

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98 AUG 12 AM 10:28
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
VENUS (MIAMI) PARTNERS I, L.L.C.
a limited liability company

Each undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

ARTICLE I.

The name of the limited liability company is Venus (Miami) Partners I, L.L.C.

ARTICLE II.

1. This limited liability company is to exist until December 31, 2025.
2. The existence of this limited liability company shall commence on the date these Articles are executed.

ARTICLE III.

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Harold L. Lewis, Esq.

Address of Registered Office

Haber, Lewis & Pathman, LLP
One Biscayne Tower, Suite 3660
2 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE IV.

The initial Operating Agreement shall be adopted by the members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the members of the limited liability company in the manner set forth in the Operating Agreement.

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ARTICLE V.

The Operating Agreement of this limited liability company contains provisions regarding:

1. The rights of the members to admit additional members and the terms and conditions of the admissions; and
2. The rights of the remaining members of this limited liability company to continue the business of this limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in this limited liability company.

ARTICLE VI.

The mailing address and the street address of the principal office of this limited liability company shall be as follows:

Street Address

Prodek, Inc.
1101 Brickell Avenue
South Tower, Suite 301-S
Miami Florida 33131

Mailing Address

Prodek, Inc.
1101 Brickell Avenue
South Tower, Suite 301-S
Miami Florida 33131

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ARTICLE VII.

The business of this limited liability company is to be managed by a manager or managers. The name and street address of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

Name

Eliot House Properties, Inc.

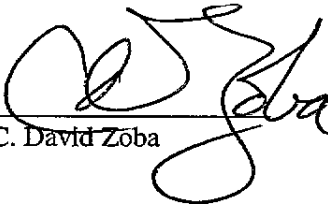
Street Address

2626 Haverford Road
Columbus, Ohio 43222

ARTICLE VIII.

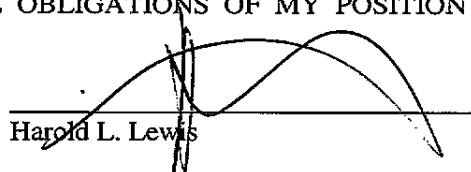
The limited liability company may exercise any powers, without limitations whatsoever, which a limited liability company may legally exercise under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has hereunto executed these Articles of Organization this 4th day of August, 1998, at Columbus, Ohio.


C. David Zoba

ACCEPTANCE OF REGISTERED AGENT

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.


Harold L. Lewis

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF . . .
VENUS (MIAMI) PARTNERS I, L.L.C.**

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STATE OF FLORIDA)

) SS.:

COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared C. David Zoba, as President of Eliot House Properties, Inc., a Texas corporation, Manager of Venus (Miami) Partners I, L.L.C., being the limited liability company being formed hereunder, who, upon being duly sworn, hereby attests to the following, to the best of his knowledge and belief:

1. He is the President of Eliot House Properties, Inc., a Texas corporation, the Manager of Venus (Miami) Partners I, L.L.C., the limited liability company being formed hereby.
2. Venus (Miami) Partners I, L.L.C., is a limited liability company which has at least two (2) members.
3. The total amount of cash to be contributed by all of the members is \$60,000.
4. A description and agreed upon value of property contributed by the members of property other than cash is as follows:

Description

Agreed Upon Value

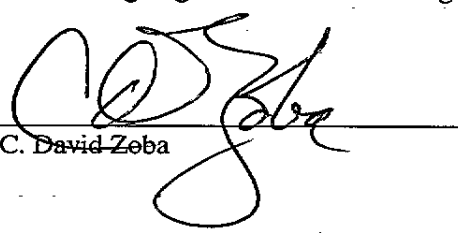
Vacant land approx. 1 acre

\$363,656

5. The amount anticipated to be contributed by the members may increase to a total of \$75,000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.


C. David Zoba

STATE OF OHIO)

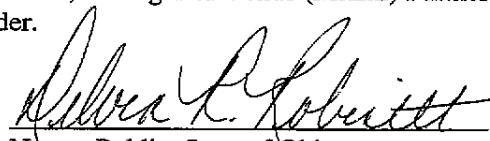
) SS.:

COUNTY OF FRANKLIN)

The foregoing instrument was acknowledged before me this 4th day of August, 1998, by C. David Zoba, as President of Eliot House Properties, Inc., a Florida corporation, Manager of Venus (Miami) Partners I, L.L.C., being the limited liability company being formed hereunder.



DEBRA R. ROBINETT
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES AUG. 25, 1998


Notary Public, State of Ohio