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August 7, 1998

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Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

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-08/24/98--01102--002  
\*\*\*\*\*337.50 \*\*\*\*\*337.50

RE: Filing Articles of Organization

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of ADG II, L.L.C., an Affidavit by its Member, Daniel Lubeck, and our check for the filing fee and certified copy in the amount of \$337.50.

Please stamp and return the enclosed copy of these documents for our records.

Sincerely,

*J. Riddle*

Jennifer Riddle, Legal Assistant to  
David M. Jeffries

/jdr  
enclosures  
cc: Joseph Lubeck  
157596.1

98-1586

Name	MBH
Availability	MBH
Document Examiner	MBH
Updater	MBH
Updater Verifyer	MBH
Acknowledgement	MBH
Verifyer	MBH

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 24 AM 10:19

Jennifer Riddle  
AUTHORIZATION BY PHONE  
CORRECT Affidavit  
DATE 8-25-98  
DOC. EXAM MBH

**ARTICLES OF ORGANIZATION  
OF  
ADG II, L.L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I**

**Name**

The name of this limited liability company is ADG II, L.L.C. (the "Company").

**ARTICLE II**

**Duration of Existence**

The Company shall commence its existence on August 6, 1998 and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations.

**ARTICLE III**

**Purpose of Organization**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

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#### ARTICLE IV

##### Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 13575 58<sup>th</sup> Street North, Suite 144, Clearwater, FL 33760, and its initial registered agent is David M. Jeffries, whose address is 220 South Franklin Street, Tampa, Florida 33602.

#### ARTICLE V

##### Additional Members

The members are authorized to admit additional members in the manner set forth in the Company's Regulations.

#### ARTICLE VI

##### Continuation of the Company

The Company shall not automatically terminate 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 Company, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the membership of a member who is a manager, the Company will automatically terminate, provided that the holders of a Majority in Interest of the Membership Interests (as those terms are defined in the Company's Regulations) of the Company shall have the right to continue the business of the Company.

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ARTICLE VII

Management of the Company

The Company shall be managed by its Members and the initial managing member of the Company shall be:

Daniel Lubeck at 13575 58<sup>th</sup> Street North, Suite 144, Clearwater, FL 33760

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.

ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 12 th day of August, 1998.

Daniel Lubeck  
Daniel Lubeck, Member

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 12<sup>th</sup>, day of August, 1998, by, Daniel Lubeck who is ☒ personally known to me or \_\_\_ who has provided \_\_\_\_\_ as identification (check one).



Barbara J Misercola  
NOTARY PUBLIC, State of Florida  
at Large  
Print Name: Barbara J. Misercola  
Commission No.: CC593813  
My Commission Expires: 10/15/2000

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DIVISION OF CORPORATIONS  
98 AUG 24 AM 10:20

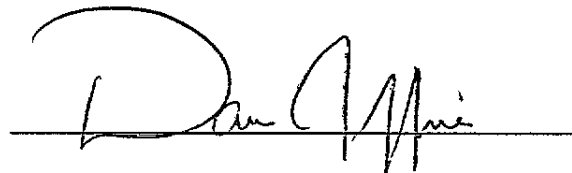
CERTIFICATE DESIGNATING  
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, ADG II, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

  
Daniel Lubeck, Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

  
David M. Jeffries

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AFFIDAVIT

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SECRETARY OF STATE  
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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

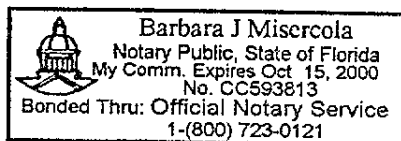
Daniel Lubeck, being sworn, upon his oath deposes and says:

1. I am a member of ADG II, L.L.C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has at least two members.
4. The Members have contributed a total of \$100 in capital to the Company.  
*no property has been contributed.*
5. The total amount of the capital contributions anticipated to be contributed by the members is \$500,000.

*Daniel E. Lubeck*

Daniel Lubeck, Member

SWORN AND SUBSCRIBED TO before me this 12<sup>th</sup> day of August, 1998 by Daniel Lubeck who is ☒ personally known to me or ☐ who has provided \_\_\_\_\_ as identification (check one).



*Barbara J. Misercola*  
Notary Public  
Print Name: BARBARA J. MISERCOLA  
Commission No.: CC 593813  
My commission expires: 10/15/2000

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