



THE UNITED STATES  
CORPORATION  
COMPANY

# L98000001597

ACCOUNT NO. : 072100000032

REFERENCE : 941151 81894A

AUTHORIZATION :

COST LIMIT : \$ 346.25

*Patricia Pizzuti*

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 AUG 26 PM 3:07

ORDER DATE : August 26, 1998

ORDER TIME : 11:53 AM

ORDER NO. : 941151-005

CUSTOMER NO: 81894A

CUSTOMER: Linda Lawson, Esq  
LINDA A. LAWSON, ESQ

866 99th Avenue, North

Naples, FL 33963

600002625746--3

DOMESTIC FILING

NAME: NDC ASSOCIATES, L.C.

*WHP*  
*PAK*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

(4)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*WHP*

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SECRETARY OF CORPORATIONS

**ARTICLES OF ORGANIZATION FOR  
NDC ASSOCIATES, L.C.**

**Article I - Name**

The name of the Limited Liability Company is NDC ASSOCIATES, L.C.

**Article II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is 39 Brighton Avenue, Boston, Massachusetts 02134 and the principal business office in the State of Florida is 7561 Cordoba Circle, Naples, Florida 34109.

**Article III - Duration**

The period of duration for the Limited Liability Company shall be twenty (20) years, unless terminated earlier in accordance with the Operating Agreement of the Limited Liability Company.

**Article IV - Management**

The Limited Liability Company is to be managed by the following individuals:

Arthur Scheinholz, 39 Brighton Avenue, Boston, Massachusetts 02134.

Enrique Darer, 39 Brighton Avenue, Boston, Massachusetts 02134.

**Article V - Admission of Additional Members**

The members shall have the right to admit additional members and the terms and conditions of the admission shall be by unanimous consent of all of the members, pursuant to the terms of the Operating Agreement for the Limited Liability Company.

**Article VI - Members Right to Continue Business**

The remaining members of the Limited Liability Company shall have the right to continue the business on 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 as provided in the Operating Agreement.

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**Article VII - Registered Agent**

The name and address of the registered agent of the Limited Liability Company is Linda A. Lawson, Attorney, 866 99th Avenue North, Naples, Florida 34108.

Respectfully submitted on this 25<sup>th</sup> day of August, 1998.

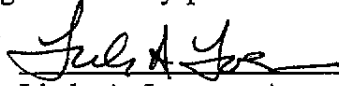
  
\_\_\_\_\_  
Arthur Scheinholz

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**CERTIFICATION OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for NDC ASSOCIATES, L.C. 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: Aug 25, 1998

  
\_\_\_\_\_  
Linda A. Lawson, Attorney  
866 99th Avenue North  
Naples, Florida 34108  
(941) 591-3580 phone  
(941) 591-3582 fax

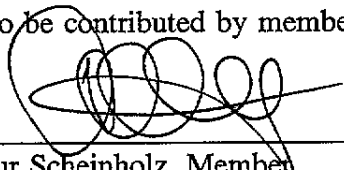
STATE OF FLORIDA  
COUNTY OF COLLIER

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of NDC ASSOCIATES, L.C. deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is \$350,000.00;
3. There is no property other than cash contributed by the members;
4. There is not additional cash or property anticipated to be contributed by members.

  
\_\_\_\_\_  
Arthur Scheinholz, Member

Sworn to and subscribed before me this 25<sup>th</sup> day of August, 1998, by Arthur Scheinholz, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary

