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LIMITED LIABILITY COMPANY

USA Parking Systems, LLC

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**USA PARKING SYSTEMS, LLC**  
**ARTICLES OF ORGANIZATION**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is USA PARKING SYSTEMS, LLC (the "Company").

**ARTICLE II. ADDRESS**

The principal office and mailing address of the Company is:

1330 S.E. 4th Avenue, Suite D  
Fort Lauderdale, FL 33316

**ARTICLE III. DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

**ARTICLE IV. PURPOSE**

The Company is organized solely to acquire fee title to, hold, own, maintain, develop, improve, operate, sell, exchange, lease, mortgage, hypothecate and otherwise use that certain leasehold interest and the improvements thereon located on the real property legally described

James M. Norman, Esq.  
FL Bar No. 132190  
Holland & Knight LLP  
One East Broward Boulevard, Suite 1300  
Fort Lauderdale, FL 33301  
954/525-1000

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as Lots 1, 2, 3, 4, 5, 12, 13, 14, 15, and 25, of ATLANTIC BEACH DEVELOPMENT, according to the Plat thereof, recorded in Plat Book 27, Page 1, of the Public Records of Broward County, Florida, in the City of Fort Lauderdale and all proceeds, rents, income and revenue of any nature derived therefrom (collectively, the "Company Property").

#### ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 1330 Southeast 4th Avenue, Suite D, Fort Lauderdale, Florida 33316 as the street address of the initial registered office of the Company and names William H. Bodenhamer, Jr. the Company's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

#### ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

William H. Bodenhamer, Jr.	c/o	USA Parking Systems
		1330 Southeast 4th Avenue
		Suite D
		Ft. Lauderdale, Florida 33316

Such Manager shall serve in such capacity until the first annual meeting of the Members or until its successors are duly elected and qualified.

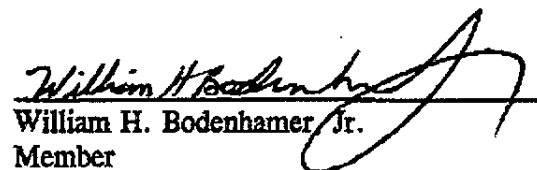
#### ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 21st day of October, 1998.

  
William H. Bodenhamer, Jr.  
Member

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
OF USA PARKING SYSTEMS, LLC**

Pursuant to the provisions of Section 608.415, Florida Statutes, USA PARKING SYSTEMS, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: USA PARKING SYSTEMS, LLC
2. The name of the registered agent and the address of the registered office are:

NAME: William H. Bodenhamer, Jr.  
  
ADDRESS: USA Parking Systems  
1330 Southeast 4th Avenue  
Suite D  
Fort Lauderdale, Florida 33316

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*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.*

By: William H. Bodenhamer, Jr.  
William H. Bodenhamer, Jr.

Dated: October 21, 1998

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## AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

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I, William H. Bodenhamer, Jr., a member of USA PARKING SYSTEMS, LLC,  
being first duly sworn, deposes and says:

1. That I am a duly authorized member of USA PARKING SYSTEMS, LLC,  
a Florida limited liability company (the "Company");

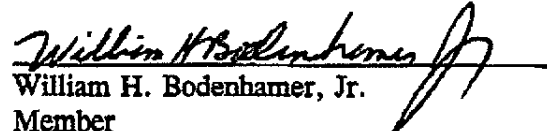
2. That the Company has at least one member;

3. That the members of the Company have contributed \$100.00 to the capital  
of the Company; and

4. That the members of the Company are expected to contribute a total of  
\$300,000.00 in cash to the Company.

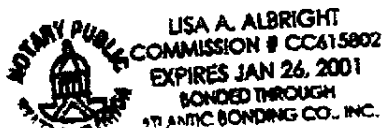
5. That the agreed value of property other than cash contributed by the  
members is \$0, and no property other than cash is expected to be contributed to the Company.

And further affiant sayeth not.

  
William H. Bodenhamer, Jr.  
Member

The foregoing instrument was acknowledged before me this 21st day of October, 1998,  
by William H. Bodenhamer, Jr. who is personally known to me and who did not take an oath.

  
Notary Public--State of Florida



Print Notary Name: Lisa A. Albright  
My Commission Number is: CC 615802  
My Commission Expires: January 26, 2001