

L98000002958



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 049160 4381472

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 337.50

ORDER DATE : December 2, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 049160-005

CUSTOMER NO: 4381472

400002700064--1

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CITYDIRECT, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

Name	MAH
Availability	MAH
Document	MAH
Examiner	MAH
Updater	MAH
er	MAH
verifier	MAH
Acknowledgement	MAH
P. verifier	MAH

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

CITYDIRECT, L.L.C.

The undersigned acting as the organizer of CityDirect, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

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

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 650 Douglas Avenue, Altamonte Springs Florida 32714.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by the Managers and the names and addresses of the initial Managers are:

<u>Name</u>	<u>Address</u>
Randall Ray	650 Douglas Avenue Altamonte Springs, Florida 32714
Wendy R. Lewis	650 Douglas Avenue Altamonte Springs, Florida 32714

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ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Wendy R. Lewis and the street address of the Company's initial registered office is 650 Douglas Avenue, Altamonte Springs Florida 32714.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining members shall continue the business of the Company, which shall not be dissolved, 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.

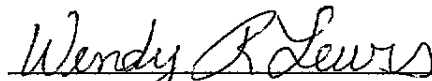
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

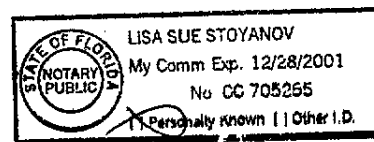
1. The name of the limited liability company is CityDirect, L.L.C.
2. The name and address of the registered agent and office is:

Wendy R. Lewis
650 Douglas Avenue
Altamonte Springs, Florida 32714

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.


Wendy R. Lewis

Dated this 25th day of November 1998.





AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

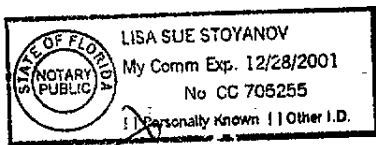
The undersigned member of CityDirect, L.L.C. deposes and says:

1. The total amount of cash contributed by the members is \$500.00.
2. The agreed value of property other than cash contributed by the members is \$0.
3. The total amount of cash or property anticipated to be contributed by the members is \$500.00. This total includes amounts from paragraphs 1 and 2 above.

Wendy R. Lewis
Wendy R. Lewis, Manager

STATE OF FLORIDA
COUNTY OF ORANGE

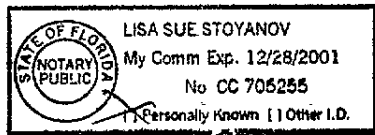
The foregoing instrument was acknowledged before me this 25 day of November 1998, by Wendy R. Lewis, a Manager of CityDirect, L.L.C., and who is personally known to me and who did not take an oath.



Lisa Sue Stoyanov
(Signature of Notary Public)

Lisa Sue Stoyanov
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC 705255
My commission expires:
12/28/2001

IN WITNESS WHEREOF, the undersigned Managers have executed these Articles of Organization as of this 25th day of November, 1998.



Lisa Stoyanov

Wendy R Lewis
Wendy R. Lewis, Manager

Randall Ray
Randall Ray, Manager