

**LEFKOWITZ & BLOOM, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ\*  
GWEN D. BLOOM†

430 NORTH MILLS AVENUE  
ORLANDO, FLORIDA 32803  
TELEPHONE (407) 425-1974  
FACSIMILE (407) 425-1981

Of Counsel  
DAVID RHETT BAKER  
JOSEPH I. GOLDSTEIN

\* BOARD CERTIFIED IN TAXATION AND  
MASTER OF LAWS IN ESTATE PLANNING  
+ ALSO ADMITTED IN MASSACHUSETTS

December 11, 1998

Attn: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

700002711677--4  
-12/14/98--01091--006  
\*\*\*337.50 \*\*\*337.50

Re: Hernon Latin America, L.L.C.  
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

Name	12/18/98
Availability	dec
Document	IML: glg
Examiner	Enclosures
cc:	Mr. Har
Reviewer	
Editor	DCC
Management	DCC
P. Verifier	DCC

L98000003267

FILED  
98 DEC 14 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
HERNON LATIN AMERICA, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be:

**HERNON LATIN AMERICA, L.L.C.**

The mailing address and street address of its principal place of business is 121 Tech Drive, Sanford, Florida 32771.

ARTICLE II  
DURATION

The period of this Company's duration is perpetual.

ARTICLE III  
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by two (2) managers. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the persons who shall serve as managers until the first annual meeting of members or until successors are elected and qualified are as follows:

<u>Names</u>	<u>Addresses</u>
HARRY ARNON	121 Tech Drive Sanford, Florida 32771
LYDA M. OLIVER	1283 S.W. 143rd Court Miami, Florida 33184

FILED  
98 DEC 14 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV  
VOTING BY MEMBERS AND MANAGERS

Unless otherwise provided in the Regulations, all votes by members or managers, if there be more than one, shall be weighted in proportion to their relative capital accounts of the Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals; however, if the capital account of all members is negative or zero, each member or manager shall have one (1) vote.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 75% of the then existing relative capital accounts of the Company. Contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 75% of the then existing relative capital accounts of the Company.

ARTICLE VI  
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company. This Company may be dissolved by the written consent of the holders of not less than 75% of the then existing relative capital accounts of the Company.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

Ivan M. Lefkowitz, Esquire  
430 North Mills Avenue  
Orlando, Florida 32803

FILED  
98 DEC 14 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII  
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 75% of the then existing relative capital accounts of the Company.

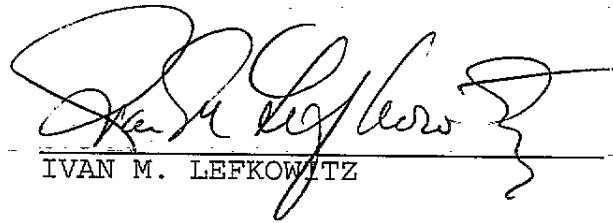
Executed by the undersigned on December 9, 1998.

  
\_\_\_\_\_  
HARRY ARNON, Member

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.

Date: December 11, 1998

  
\_\_\_\_\_  
IVAN M. LEFKOWITZ

FILED  
98 DEC 14 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
PURSUANT TO F.S. § 608.407

STATE OF FLORIDA       )

COUNTY OF SEMINOLE    )


Before the undersigned authority personally appeared HARRY ARNON, a member of HERNON LATIN AMERICA, L.L.C., who on oath says:

1. That he is a member of HERNON LATIN AMERICA, L.L.C.
2. That HERNON LATIN AMERICA, L.L.C., has at least two members.
3. The total amount of cash contributed by the members is One Hundred Thousand Dollars (\$100,000.00).
4. If any, the agreed value of property other than cash contributed by the members is \$--0---. A description of the property is attached as Exhibit A and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by the members is One Hundred Thousand Dollars (\$100,000.00). This total includes the amounts from paragraphs 3 and 4 above.

Further affiant sayeth naught.

  
\_\_\_\_\_  
HARRY ARNON

Sworn to and subscribed before me this 9 day of Dec, 1998, by HARRY ARNON, on behalf of HERNON LATIN AMERICA, L.L.C., who is personally known to me or who has produced a Florida driver's license as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission expires:

s:hernon.llc

