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SHUMAKER, LOOP & KENDRICK, LLP

101 EAST KENNEDY BOULEVARD, SUITE 2800

TAMPA, FLORIDA 33602

(813) 229-7600

FAX (813) 229-1660

MICHAEL H. ROBBINS
(813) 227-2230
mrobbins@slk-law.com

OTHER OFFICE LOCATIONS:
CHARLOTTE
COLUMBUS
TOLEDO

MAILING ADDRESS:

POST OFFICE BOX 172609
TAMPA, FLORIDA 33672-0609

January 22, 1999

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FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32302-1500

Re: Articles of Organization of Spartakus Group, LLC
Our File No. 86610

Ladies and Gentlemen:

Enclosed for filing with your office are Articles of Organization of Spartakus Group, LLC and a check in the amount of \$285.00 to cover the necessary filing fees.

If you have any questions, please do not hesitate to call me.

Very truly yours,

Michael Robbins
Michael H. Robbins

FILED
99 JAN 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	MHR/ld
Availability	enclosures
Document Examiner	DCC
Secretary	DCC
Adm. Medgement	DCC
V. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION
FOR SPARTAKUS GROUP, LLC**

ARTICLE I – Name:

The name of the Limited Liability Company is Spartakus Group, LLC.

ARTICLE II – Address:

The street and mailing address of the principal office of the Limited Liability Company is:
18830 Rue Loire
Lutz, Florida 33549

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV – Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Kyle Kennedy
18830 Rue Loire
Lutz, Florida 33549

ARTICLE V – Admission of Additional Members:

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VI – Members Rights 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.

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TALLAHASSEE, FLORIDA

ARTICLE VII – Indemnification:

The Limited Liability Company shall, to the full extent permitted by Section 608.4363 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article VII shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the Limited Liability Company, by agreement or otherwise.

ARTICLE VIII – Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member Spartakus Group, LLC certifies:

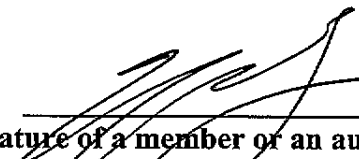
- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$1,500.00
 \$
 \$1,500.00

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

99 JAN 25 AM 9:30

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Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3). Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Kyle Kennedy

 Typed or printed name of signee

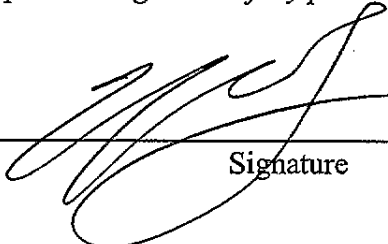
Filing Fee: \$250.00 for Articles and Affidavit

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.57, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Spartakus Group, LLC.
2. The name and the Florida street address of the registered agent are:
Kyle Kennedy
18830 Rue Loire
Lutz, Florida 33549

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.



Signature

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JAN 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$35 for Designation of Registered Agent