

L99000000618

Gail D. Venger
8710 NW 18th Street
Coral Spring, FL 33071
954-345-5953

December 30, 1998

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****337.50 ****337.50

Dear Sir or Madam:

I have enclosed the following documents and fees for filing with your office:

Articles of Organization of a Florida Limited Liability Company	\$ 250.00
Certificate of Designation of Registered Agent	\$ 35.00

Please send Certified Copy	\$ 52.50
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Total Filing Fees Enclosed	\$ 337.50
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Please contact me at 954-345-5953 if you have any questions about these documents.

Thank you.

Sincerely,

Gail D. Venger
Gail D. Venger

Cc: Paul D. Lapides

Name	1/22/99
Availability	dec
Document Examiner	DCG
Updater	DCG
Updater Verifier	DCG
Acknowledgement	DCG
W. P. Verifier	DCG

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*Effective Date
1/1/99*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gail D. Venger
8710 NW 18th Street
Coral Spring, FL 33071
954-345-5953

January 29, 1999

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Lapidex Investment LLC

Dear Sir or Madam:

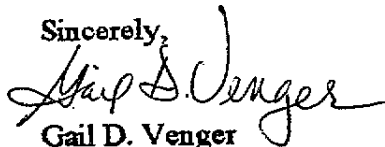
In accordance with your letter dated January 22, 1999 (Ref. No. W99000001647, copy enclosed), the Articles of Organization and related documents have been revised.

Please note that we would like to keep the effective date of our filing as January 1, 1999.

Please contact me at 954-345-5953 if you have any questions about these documents.

Thank you.

Sincerely,


Gail D. Venger

Cc: Paul D. Lapidex



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 22, 1999

GAIL D. VENGER
8710 NW 18TH STREET
CORAL SPRINGS, FL 33071

SUBJECT: LAPIDES INVESTMENT COMPANY LLC
Ref. Number: W99000001647

We have received your document for LAPIDES INVESTMENT COMPANY LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 899A00003032

ARTICLES OF ORGANIZATION OF
LAPIDES INVESTMENT LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be Lapides Investment LLC (the "Company").

ARTICLE II
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Regulations.

ARTICLE III
PURPOSE

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

To engage in any activity or business authorized under the Florida Statutes.

In general, to carry on any and all incidental business, to have and exercise all of the powers conferred laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency,

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TALLAHASSEE, FLORIDA

representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, whether incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 8710 N.W. 18th Street, Coral Springs, Florida 33071, and such other place or places as the member from time to time may determine. The mailing address of the Company is 8710 N.W. 18th Street, Coral Springs, Florida 33071. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be Gail D. Venger. The address of the initial registered agent is 8710 N.W. 18th Street, Coral Springs, Florida 33071.

ARTICLE VI MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of one or more managers. The names and addresses of the managers who are to serve until the first annual meeting of members or until successors are elected and qualify are as follows:

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CLERK OF DISTRICT COURT
JANUARY 6, 1980
CORAL SPRINGS, FLORIDA

Gail D. Venger
8710 N.W. 18th Street
Coral Springs, Florida 33071

June L. Rokoff
30 Greylock Road
Wellesley Hills, MA 02481

Paul D. Lapides
940 Blackwell Trail
Marietta, Georgia 30066

ARTICLE VII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE VIII
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon :

- (A) the affirmative vote of the members who own two-thirds of the total membership interests in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, unless the remaining members who own a majority in amount of the total membership interests agree to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 29th day of January, 1999, effective as of January 1, 1999 in accordance with Fla. Stat. Section 608.409.)

LAPIDES INVESTMENT LLC

BY: Gail D. Venger
Gail D. Venger, Member

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99 JAN -6 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF Broward) SS:

The foregoing instrument was acknowledged before me this 29th day of January, 1999 by, who did execute the foregoing Articles of Organization as Gail D. Venger as a member, who is personally known to me, or who has produced a VALID FLA. DRI. LIC. as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

Donna M. D'Giff
Signature - NOTARY PUBLIC

DONNA M. D'Giff
Printed Name of NOTARY PUBLIC



Donna M. D'Giff
MY COMMISSION # CC523466 EXPIRES
January 8, 2000
Commission Number
BONDED THRU TRICY FARM INSURANCE, INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of **LAPIDES INVESTMENT LLC**, after being duly sworn, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is Three Thousand Dollars (\$3,000).
3. No property other than cash has been contributed by members.
4. The total amount of cash or property anticipated to be contributed by the members is Five Hundred Thousand Dollars (\$500,000). This includes the amount from 2 above.

Gail D. Venger
GAIL D. VENGER

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of January, 1999, by GAIL D. VENGER, who is personally known to me or who has produced a valid FLA. ST. LIC. as identification.

Donna M. D'Giff
Signature - NOTARY PUBLIC

DONNA M. D'GIFF
Printed Name of NOTARY PUBLIC

NOTARY PUBLIC
Title

Notary Public for Florida
My commission expires:



Donna M. D'Giff
MY COMMISSION # CC523466 EXPIRES
January 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**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 DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

1. The name of the limited liability company is

LAPIDES INVESTMENT LLC

The name and address of the registered agent and office is:

Gail D. Venger
8710 N.W. 18th Street
Coral Springs, Florida 33071

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.

Gail D. Venger

By:

Gail D. Venger

Date:

January 29, 1999