



# L99000000759

ACCOUNT NO. : 072100000032

REFERENCE : 126549 5011958

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 285.00

ORDER DATE : February 8, 1999

ORDER TIME : 1:14 PM

ORDER NO. : 126549-005

CUSTOMER NO: 5011958

CUSTOMER: Michael Marder, Esq  
GREENSPOON MARDER HIRSCHFELD  
GREENSPOON MARDER HIRSCHFELD  
135 West Central Blvd Ste 1100  
South Trust Bank Building  
Orlando, FL 32801

DOMESTIC FILING

NAME: OMNIPLEX CAPITAL COMPANY,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
99 FEB -8 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

80000027681681--5

L99-759

|                   |                |
|-------------------|----------------|
| Name              | <i>OK 2-11</i> |
| Availability      |                |
| Document Examiner | <i>OK</i>      |
| Updater           | <i>OK</i>      |
| Updater Verifier  | <i>OK</i>      |
| Acknowledgment    | <i>OK</i>      |
| W. P. Verifier    | <i>OK</i>      |

RECEIVED  
99 FEB -8 PM 2:36  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 8, 1999

TAMARA ODOM  
CSC

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: OMNIPLEX CAPITAL COMPANY, L.L.C.  
Ref. Number: W99000003159

We have received your document for OMNIPLEX CAPITAL COMPANY, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 999A00005533

FILED  
99 FEB -8 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is OMNIPLEX CAPITAL, L.L.C.

**ARTICLE II - Duration:**

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 25 years thereafter.

**ARTICLE III - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 445 Montgomery Road, Longwood, Florida 32779.

**ARTICLE IV - Registered Agent:**

The name and address of the initial registered agent for this Limited Liability Company is Michael E. Marder, Esq., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801.

**ARTICLE V - Management:**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Al Auger  
445 Montgomery Road  
Longwood, Florida 32779

**ARTICLE VI - Admission of Additional Members:**

FILED  
99 FEB -8 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

**ARTICLE VII - Members' Rights to Continue Business:**

The remaining members of the Limited Liability Company, upon unanimous consent, 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.

Whereof, the undersigned member has executed these Articles the 15<sup>th</sup> day of January, 1999.

  
Al Auger, as authorized Member

FILED  
99 FEB -8 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:

OMNIPLEX CAPITAL, L.L.C.

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

Michael E. Marder, Esq.  
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.  
135 West Central Boulevard, Suite 1100  
Orlando, Florida 32801

By: 

Al Auger, authorized Member

*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.*

  
Michael Marder

January 15 1999

FILED

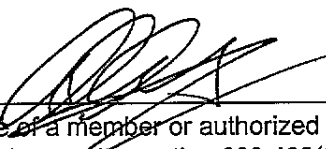
99 FEB -8 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of OMNIPLEX CAPITAL, L.L.C., deposes and says:

- (1) the above Limited Liability Company has at least one member
- (2) the total amount of cash contributed by the member(s) is ..... \$ 250,000.00
- (3) if any, the agreed value of property other than cash contributed by member(s) is ..... \$ -0-  
A description of the property is attached and made a part hereto.
- (4) the amount of cash or property anticipated to be contributed by member(s) is ..... \$ -0-
- (5) the total amount of 2, 3, and 4 is ..... \$250,000.00

  
\_\_\_\_\_  
Signature of a member or 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.)

W:\CWAUGER.AL\omniplextlc.frm

FILED  
99 FEB -8 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA