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October 1, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Showah Associates, L.C.

800002768208--9  
-02/08/99-01150-010  
\*\*\*337.50 \*\*\*337.50

Dear Sirs:

We enclose original and two copies of the Articles of Organization together with our check in the sum of \$337.50 covering the filing fees.

Kindly file this documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

*Brigitte Van Tassel*  
Brigitte Van Tassel, CLA,  
Legal Assistant to  
William C. Potter, Esq.

BVT/b  
Enclosures

*Brigitte Van Tassel*  
AUTHORIZATION BY PHONE TO  
CORRECT *Article I - mailing Address*  
DATE *2/11/99*  
DOC. EXAM *MO*

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

59 FEB -3 PM 2:15  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

99 FEB -8 PM 2:16  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION  
OF  
SHOWAH ASSOCIATES, 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  
AND MAILING ADDRESS

The name of the limited liability company shall be SHOWAH ASSOCIATES, L.C., and its principal office shall be located at 3582 Bobwhite Court, Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same as above.

ARTICLE II

PURPOSES AND POWERS

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

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

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

3. 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 similar nature to that which this limited liability company is authorized to carry

on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. 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, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or going 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 this limited liability 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 contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

This limited liability company is to be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of members or until his successor is elected and qualifies is as follows:

Francis J. Showah  
3582 Bobwhite Court  
Melbourne, FL 32904

### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

### ARTICLE VI

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall

be paid to the limited liability company by the seven members proportionally in accordance with their profit shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions proportionally in accordance with their profit shares.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Francis J. Showah	One-seventh (1/7)
Michael F. Showah	One-seventh (1/7)
Pamela A. Bashar	One-seventh (1/7)
Mark A. Showah	One-seventh (1/7)
Alice K. Showah	One-seventh (1/7)
Cynthia A. Koniushesky	One-seventh (1/7)
Gail K. Greene	One-seventh (1/7)

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Francis J. Showah	One-seventh (1/7)
Michael F. Showah	One-seventh (1/7)
Pamela A. Bashar	One-seventh (1/7)
Mark A. Showah	One-seventh (1/7)
Alice K. Showah	One-seventh (1/7)
Cynthia A. Koniushesky	One-seventh (1/7)
Gail K. Greene	One-seventh (1/7)

## ARTICLE VIII

### DURATION

This limited liability company shall exist until February 1,

2029, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE IX

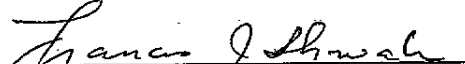
##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3582 Bobwhite Court, Melbourne, County of Brevard, State of Florida, and the name of the company's initial registered agent at that address is Francis J. Showah.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SHOWAH ASSOCIATES, L.C.

Executed by Dr. Michael F. Showah, at Bridgeport, Connecticut, on January 31, 1999, Francis J. Showah, at Melbourne, Florida, on January 31, 1999, Pamela A. Bashar, at Shelton, Connecticut, on January 31, 1999, Mark A. Showah, at Scottsdale, Arizona, on February 2, 1999, Alice K. Showah, at Melbourne, Florida, on January 31, 1999, Cynthia A. Koniusshesky, at Cromwell, Connecticut, on January 31, 1999, and Gail K. Greene, at Bridgeport, Connecticut, on January 31, 1999.

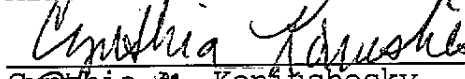
  
Dr. Michael F. Showah

  
Francis J. Showah

  
Pamela A. Bashar

  
Mark A. Showah

  
Alice K. Showah

  
Cynthia A. Koniusshesky

  
Gail K. Greene

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF BREVARD     )


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SHOWAH ASSOCIATES, L.C.

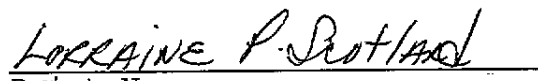
The name of the registered agent for SHOWAH ASSOCIATES, L.C. is FRANCIS J. SHOWAH and the street address of the company's principal office where the agent is located is 3582 Bobwhite Court, Melbourne, FL 32904.

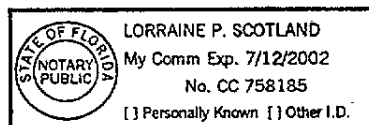
This statement is to acknowledge that as indicated above, SHOWAH ASSOCIATES, L.C., has appointed me, FRANCIS J. SHOWAH, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act 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 January 28, 1999.

  
Francis J. Showah

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of January, 1999 by FRANCIS J. SHOWAH, agent on behalf of SHOWAH ASSOCIATES, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Print Name:  
Notary Public  
My Commission Expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF BREVARD     )

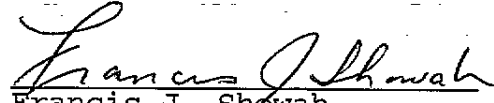
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of SHOWAH ASSOCIATES, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$1,000.00.


3. If any, the agreed value of property other than cash contributed by the members is None.

4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

  
Francis J. Showah

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF BREVARD     )

The foregoing instrument was acknowledged before me this 28 day of January, 1999 by Francis J. Showah on behalf of SHOWAH ASSOCIATES, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Print Name:  
Notary Public  
My Commission Expires:

