

L99000000909

JONATHAN B. ALPER

ATTORNEY AT LAW
274 KIPLING COURT
HEATHROW, FL 32746

TELEPHONE: (407) 444-0404
E-MAIL: ALPERLAW1@AOL.COM

February 8, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700002775407--9
-02/15/99--01089--004
****285.00 ****285.00

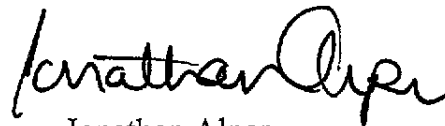
RE: SEDECREM, L.L.C.

Dear Sirs:

CM

Enclosed are the original and one copy of the Articles of Organization for SEDECREM, L.L.C. and my check in the amount of \$285 for filing fees. Please return a file date stamped copy in the envelope provided.

Sincerely,



Jonathan Alper

JBA:jjr

cc: Martin Van Duyvenbode
Russell Goldberg

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 3:18

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

ARTICLE I - NAME

The name of the Limited Liability Company is **SEDECREM, L.L.C.**

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 118 West Orange Street, Suite 200, Altamonte Springs, FL 32714, and the street address is 118 West Orange Street, Suite 200, Altamonte Springs, FL 32714.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company is perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Russell Goldberg, 118 West Orange Street, Suite 200,
Altamonte Springs, FL 32714

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted with the unanimous consent of all Members.

ARTICLE VI - MEMBERS RIGHT TO CONTINUE BUSINESS

Remaining members of the Limited Liability Company shall continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 3:18

occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SEDECREM, L.L.C. 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 \$1,000;
- (3) If any, the agreed upon value of property other than cash contributed by member(s) is -0- (a description of the property is attached hereto and made a part hereof); and
- (4) The total amount of cash and property contributed and anticipated contributed by member(s) is \$500,000.

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.



RUSSELL GOLDBERG

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 5:18

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is SEDECREM, L.L.C..
2. The name and the Florida street address of the registered agent are:

RUSSELL GOLDBERG
118 West Orange Street, Suite 200
Altamonte Springs, FL 32714

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.



RUSSELL GOLDBERG

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 3:18