



THE UNITED STATES
CORPORATION
COMPANY

990000001034

ACCOUNT NO. : 072100000032

REFERENCE : 145635 5011958

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 337.50

ORDER DATE : February 23, 1999

ORDER TIME : 5:56 PM

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ORDER NO. : 145635-005

CUSTOMER NO: 5011958

CUSTOMER: Kim August, Legal Asst
GREENSPOON MARDER HIRSCHFELD
GREENSPOON MARDER HIRSCHFELD
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

DOMESTIC FILING

NAME: SAL MANAGEMENT II, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

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Acknowledgment	<i>2-24</i>
P. Verifier	<i>2-24</i>

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1- Name:

The name of the Limited Liability Company is SAL Management II, 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 perpetually until dissolved.

ARTICLE III- Address:

The mailing address and street address of the principal office of the Limited Liability Company is 250 International Parkway, Suite 226, Heathrow, Florida 32746.

ARTICLE IV-Registered Agent

The name and address of the initial registered agent for this Limited Liability Company is N. Dwayne Gray, Jr., Esq., Greenspoon, Marder, Hirshfeld, 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 Managers and the name and addresses of the managers are:

1. Robert White
325 Leslie Lane
Lake Mary, Florida 32746
2. N. Dwayne Gray, Jr.
1661 Cheyenne Trail
Maitland, Florida 32751

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ARTICLE VI- Admission of Additional Members:

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

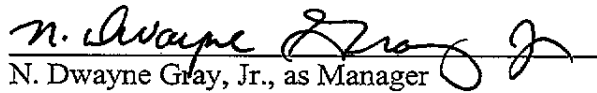
ARTICLE VII-Members' Right to Continue Business:

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.

9th Whereof, the undersigned managers have executed these Articles of Organization the day of February, 1999.



Robert White, as Manager



N. Dwayne Gray, Jr., as Manager

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**CERTIFICATION 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.

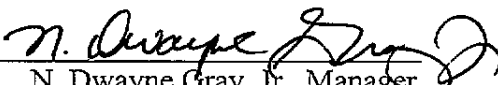
1. The name of the Limited Liability Company is:

SAL Management, II, L.L.C.

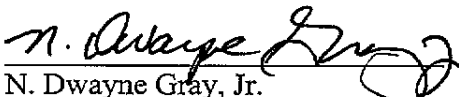
2. The name and address of the registered agent and office is:

N. Dwayne Gray, Jr., Esq.
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
135 West Central Boulevard, Suite 1100
Orlando, Florida 32801

By: 
Robert White, Manager

By: 
N. Dwayne Gray, Jr., Manager

Having been named as registered agent 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.


N. Dwayne Gray, Jr.

February 9, 1999

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of SAL Management II, 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 \$ 50,000⁰⁰
- (3) if any, the agreed value of property other than cash contributed
by member(s) is\$-0-
- (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.....\$ 50,000⁰⁰

N. Dwayne Gray, Jr.

N. Dwayne Gray, Jr., Authorized representative
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.)

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