



ACCOUNT NO. : 072100000032

REFERENCE : 152180 5801A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 1, 1999

ORDER TIME : 3:20 PM

ORDER NO. : 152180-005

CUSTOMER NO: 5801A

CUSTOMER: Mary Vlasak-Snell, Esq  
PAVESE GARNER HAVERFIELD  
PAVESE GARNER HAVERFIELD

1833 Hendry Street  
Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME: DELRAY PCI, 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: Robert Maxwell

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
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Name	023-1
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Documents	
Examiner	
Verifier	
Acknowledgment	
W. P. Ver	

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**ARTICLES OF ORGANIZATION OF**  
**DELRAY PCI, L.C.**

The undersigned, acting as the organizing member of 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, hereby declares 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**

The name of the limited liability company shall be **DELRAY PCI, L.C.**, and its principal office shall be located at 832 S. Military Trail, in the City of Deerfield Beach, County of Broward, State of Florida, 33442, 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.

**ARTICLE II**

There shall be six (6) initial members of this limited liability company, whose names, addresses and percentage of ownership are as follows:

Scott Porten 832 S. Military Trail Deerfield Beach, FL 33442	22.5%
Michael Goldberg 832 S. Military Trail Deerfield Beach, FL 33442	5.0%
Stephan Porten 5515 Security Lane, Suite 550 Rockville, MD 20852	22.5%
Nancy James 5515 Security Lane, Suite 550 Rockville, MD 20852	22.5%
J. Larry Galey 5515 Security Lane, Suite 550 Rockville, MD 20852	5.0%
Harbor Limited Partnership c/o Herman I. Porten 5515 Security Lane, Suite 550 Rockville, MD 20852	22.5%

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**ARTICLE III**  
**MANAGEMENT**

The limited liability company is to be managed by managers, either of who may act individually on behalf of the limited liability company, and whose names and addresses are as follows:

Scott Porten  
832 S. Military Trail  
Deerfield Beach, FL 33442

Michael Goldberg  
832 S. Military Trail  
Deerfield Beach, FL 33442

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The managers shall serve until the first annual meeting of the members or until their successor(s) is elected and qualified.

**ARTICLE IV**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members only upon the consent of members owning two-thirds (2/3rds) of the membership interests. 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; (i) in the case of death, or (ii) in case of sale or other transfer, only after the other members have been given and failed to exercise a right of first refusal.

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 V**  
**DURATION**

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 832 S. Military Trail, City of Deerfield Beach, County of Broward, State of Florida, 33442, and the name of the company's initial registered agent at that address is MICHAEL D. GOLDBERG, c/o Porten Companies, Incorporated.

The undersigned, being the organizing member of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of **DELRAY PCI, L.C.**

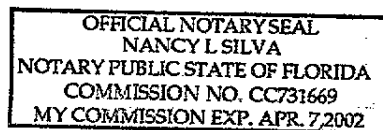
Executed by the undersigned at Deerfield Beach, on the 22 day of February, 1999.

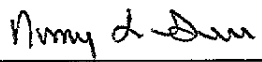
  
\_\_\_\_\_  
MICHAEL D. GOLDBERG

STATE OF FLORIDA       )  
COUNTY OF \_\_\_\_\_)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared MICHAEL D. GOLDBERG, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 22 day of February, 1999.



  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission number is: 66731669  
My Commission expires: 4/7/2002

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA        )

COUNTY OF BROWARD    )

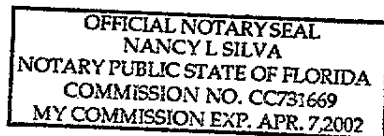
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In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of DELRAY PCI, L.C., deposes and says:

1.     The limited liability company identified above has six (6) members.
2.     The total amount of cash contributed by the members is \$100.00.
3.     If any, the agreed value of property other than cash contributed by members is NONE.
4.     The total amount of cash or property anticipated to be contributed by the members is \$100.00. This total includes the amounts from above.

  
MICHAEL D. GOLDBERG

The foregoing instrument was acknowledged before me this 22 day of February, 1999, by MICHAEL D. GOLDBERG, who is personally known to me or has produced \_\_\_\_\_ as identification.



Nancy L. Silva  
\_\_\_\_\_, Notary Public  
State of Florida  
My Commission Number is: 11731669  
My Commission Expires: 4/7/2002

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD    )

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Pursuant to the provisions of Section 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 DELRAY PCI, L.C.

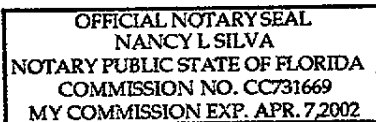
The name of the registered agent for DELRAY PCI, L.C. is MICHAEL D. GOLDBERG, and the street address of the company's principal office where the agent is located is 832 S. Military Trail, Deerfield Beach, Broward County, Florida 33442.

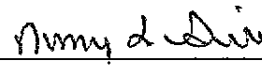
This statement is to acknowledge that, as indicated above, DELRAY PCI, L.C. has appointed me, MICHAEL D. GOLDBERG, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in 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.

Dated: This 22 day of February, 1999.

  
Michael D. Goldberg, Registered Agent

The foregoing instrument was acknowledged before me this 22 day of February, 1999, by MICHAEL D. GOLDBERG, agent on behalf of DELRAY PCI, L.C., a limited liability company and is personally known to me or has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_, Notary Public  
My Commission Number is: 11731669  
My Commission Expires: 4/7/2002