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LAW OFFICES

WILLIAM G. MORRIS

WILLIAM G. MORRIS
ADMITTED IN FL, DC, VA

OF COUNSEL
MONTE LAZARUS, P.A.
ADMITTED IN FL, CT, DC

247 NORTH COLLIER BOULEVARD
SUITE 202
POST OFFICE BOX 2056
MARCO ISLAND, FL 34146-2056
TELE. (941) 642-6020
FAX (941) 642-0722

January 22, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002752948--8
-01/25/99--01041--003
****285.00 ****285.00

Re: UCD, L.C.
Articles of Organization
and Affidavit

Ladies:

I am enclosing the original Articles of Organization for the referenced entity. Also enclosed is a check for \$285.00 to cover filing fees, designation of registered agent and related matters. Capitalization is \$4,000.00.

Please return written confirmation of filing and document number assigned to this entity.

Sincerely,

William G. Morris

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DIVISION OF CORPORATIONS
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Name	2/1/99
Availability	WGM/klw
Enclosures	
Document	
Examiner	DCC
State	FL
Unit	
Verifier	
Adjudgment	
W. P. Verifier	WCC

① mgr's address
② RA's acceptance

Called 2/4/99 questioning
the affidavit. The right
amount is \$4,000.00.
Advised Karen (in the office)
that we would correct it.
She said ok.

W99000000 2494

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 1999

WILLIAM G. MORRIS
247 NORTH COLLIER BLVD., STE 202
MARCO ISLAND, FL 34146-2056

SUBJECT: UCD, L.C.
Ref. Number: W99000002494

We have received your document for UCD, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add the address of the manager (Uwe Drescher). You must also have the registered agent sign an acceptance statement and send it in.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 499A00004330

ARTICLES OF ORGANIZATION
OF
UCD, L.C., A LIMITED LIABILITY COMPANY

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ARTICLE I

NAME

The name of this limited liability company is UCD, L.C., referred to in these Articles of Organization as the "Company."

ARTICLE II

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The mailing and street address of the principal office of the company is 1130 Vernon Place, Marco Island, Florida 34145. The initial registered agent is William G. Morris, Esq., whose street address is 247 North Collier Boulevard, Suite 202, Marco Island, Florida 34145.

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2029. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

ARTICLE IV

ORGANIZER

The organizer of the Company is Uwe Drescher, a natural person at least eighteen (18) years old.

ARTICLE V

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI

MANAGEMENT BY MANAGER

Section 6.01 Designation of Manager

(a) Single Manager. The Company will be managed by a manager, Uwe Drescher, who will serve until either removal by the members or resignation and whose address is 1130 Vernon Place, Marco Island, Florida 34145.

(b) Removal. The members may remove the manager, without having to possess, state, or prove cause, by

(i) a vote of members holding one-hundred percent (100%) of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought. The vote must be taken at a properly scheduled meeting of the members, and a manager whose removal is sought may not vote, or

(ii) written consent of members holding one-hundred percent (100%) of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. The manager resigns by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the manager must give notice

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by a means sufficient under Chapter 608, Florida Statutes. The resignation takes effect thirty (30) days after the date the manager gives notice to all members, or at a later date stated in the notice of resignation. If the Company's operating agreement prohibits the manager from resigning, the manager's resignation is nonetheless effective, but the manager will be liable to the Company for breach of the operating agreement.

(d) Interim Management. Once the resignation of the manager is effective or the members remove the manager, the Company will be managed by the interim manager chosen with the consent of a majority of the members, until the members choose a replacement manager as provided in Section 6.01(e).

(e) Replacement Manager. The members will elect a replacement manager at a properly scheduled meeting of the members. The vote of members holding a majority percent of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement manager. Once elected, the replacement manager will have all of the powers and duties of the initial manager.

Section 6.02 Authority of the Manager

(a) Manager's Operational Authority. Except as stated in Section 6.02(b), the manager has sole authority to manage the Company and is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. This provision does not alter or waive any duty that the manager may have to the Company concerning the manager's exercise of management authority.

(b) Matters Reserved to the Members. The manager has no authority to take any of the following actions, unless first authorized by members holding seventy-five percent (75%) of the

voting power of the membership interests, with the authorization given either by vote at a properly called meeting of the members or by written consent.

1. Declaration or filing of bankruptcy for the company.
2. Amending these articles.

Section 6.03 Nonliability of Manager for Acts or Omissions in Official Capacity

The manager is released from liability for damages and other monetary relief to the full extent permitted by Chapter 608, Florida Statutes. This release does protect a manager who is also a member from being required by a court to purchase the membership interest of a member who successfully contends that the manager-member has committed actionable oppressive acts. No amendment or repeal of this section affects any liability or alleged liability of the Manager for any acts, omissions, or conduct that occurred prior to the amendment or repeal.

Section 6.04 No Authority of Members

Except as authorized by the managers, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VIII

CONTRIBUTIONS

Section 8.01 Contributions Made

The members in the aggregate have contributed to the Company \$4,000.00 in cash.

Section 8.02 Contributions Promised

Members have promised to make no additional contributions:

ARTICLE IX

ADMISSION OF NEW MEMBERS

Section 9.01 New Members Who Acquire Their Membership

Interests From the Company

(a) Admission by Managers. The managers may admit a new members on whatever terms the managers see fit. No current member has any preemptive rights.

(b) Admission by Sole Remaining Member to Comply With the Two-Member Requirement. A sole remaining member of the Company may admit a member as provided in Section 10.02(b)(i).

Section 9.02 New Members Who Acquire Their Membership

Interests From a Current Member

No member may transfer the member's complete membership interest, or any rights to participate in the management of the Company, without the consent of a majority in interest of the other members. If the members give the required consent, the transferee is admitted to membership in the Company. If the members do not give the required consent, the transferee does not become a member and has no right to participate in the management of the company.

ARTICLE X

Section 10.01 Dissolution and Dissolution Avoidance

Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

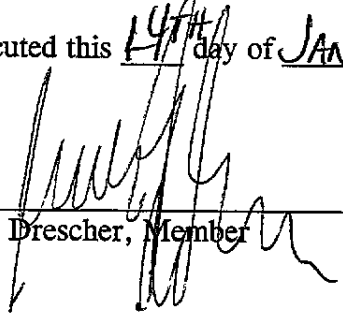
(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 10.02(b), the Company must have at least two remaining members. If a dissociation leaves the Company with only one remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within thirty (30) days of the dissociation, consent to avoid dissolution is obtained from a majority in interest of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

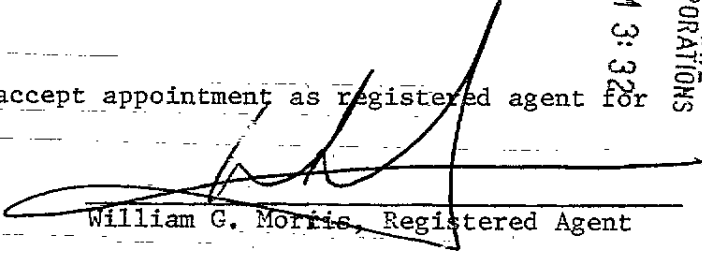
Executed this 14th day of JANUARY 1999

BY:



Uwe Drescher, Member

The undersigned does hereby accept appointment as registered agent for this limited liability company.



William G. Morris, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS UCD, L.C.

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared, Uwe Drescher, who after being duly sworn, deposes and says:

1. I give this affidavit upon my personal knowledge of the facts set forth herein and state that I am a member of UCD, L.C.
2. UCD, L.C. has at least two (2) members.
3. Cash contribution to UCD, L.C. is \$4,000.00
4. No other property other than cash has been contributed.
5. No additional contributions are anticipated.

FURTHER AFFIANT SAYETH NAUGHT.



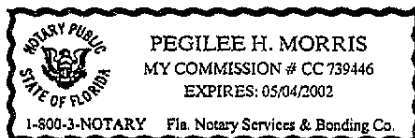
Uwe Drescher

The foregoing instrument was sworn to and acknowledged before me this 14TH day of January, 1999, by Uwe Drescher, who is personally known to me or did present DRIVERS LICENSE as identification.



Notary Public

My commission expires: [SEAL]



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