



99000001421

ACCOUNT NO. : 072100000032

REFERENCE : 166819 4346980

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:09

ORDER DATE : March 12, 1999

ORDER TIME : 11:14 AM

000002804360--2

ORDER NO. : 166819-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardoch  
KALISH & WARD  
KALISH & WARD  
101 East Kennedy Boulevard  
4100 Barnett Plaza  
Tampa, FL 33602

DOMESTIC FILING

NAME: DDLJ INVESTMENTS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS: \_\_\_\_\_

99-1421

|              |         |
|--------------|---------|
| SEARCHED     | INDEXED |
| SERIALIZED   | FILED   |
| MAR 12 1999  |         |
| FBI - TAMPA  |         |
| W. P. Verity |         |

RECEIVED  
99 MAR 12 PM 12:10  
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION**

**OF**

**DDLJ INVESTMENTS, LLC**

---

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Company shall be:

DDLJ INVESTMENTS, LLC

**ARTICLE II**

**PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE III**

**PURPOSES**

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV**

**GENERAL POWERS**

The Company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE V**

**ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is 1691 Gator Road, Ft. Myers, Florida 33912.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:09

**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 16911 Gator Road, Ft. Myers, Florida 33912, and the name of its initial registered agent Larry W. Smith. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VII  
MANAGEMENT**

The Company shall be managed by a manager or managers. A manager is not required to be a member of the Company. The name(s) and address(es) of the manager(s) are as follows, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Regulations:

Larry W. Smith  
c/o 16911 Gator Road  
Ft. Myers, Florida 33912

Delores Gauer  
c/o 16911 Gator Road  
Ft. Myers, Florida 33912

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:09

**ARTICLE VIII  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon 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 Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Company's Regulations.

**ARTICLE IX  
RESTRICTIONS ON MEMBERSHIP**

Except as otherwise provided in the Regulations, no new members shall be admitted to the Company without the unanimous prior consent of the existing members. Contributions required of a new member shall be determined by the members as of the time of the admission of the new member to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the

ARTICLES OF ORGANIZATION OF  
DDLJ INVESTMENTS, LLC  
PAGE 3

Company's Regulations. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

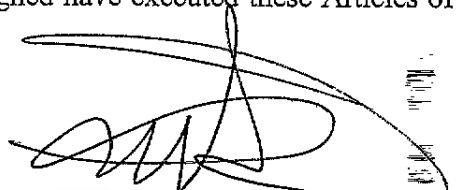
ARTICLE X  
REGULATIONS

The members of the Company may adopt an operating agreement and regulations of the Company pertaining to the regulation, management and other affairs of the limited liability company, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations may be repealed or altered only by the members of the Company, in the manner now or hereafter prescribed in the Regulations of the Company consistent with the laws of the State of Florida.

ARTICLE XI  
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of DDLJ INVESTMENTS, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority-in-interest of the Company, in the manner now or hereafter prescribed in the Company's Regulations consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned have executed these Articles of Organization  
this 8<sup>th</sup> day of MARCH, 1999.

  
LARRY W. SMITH, Authorized  
Representative of the Members

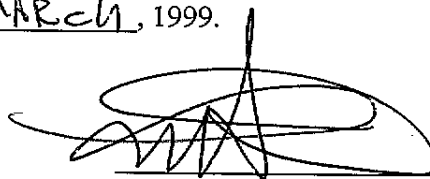
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:09

ARTICLES OF ORGANIZATION OF  
DDLJ INVESTMENTS, LLC  
PAGE 4

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of DDLJ INVESTMENTS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 8<sup>th</sup> day of MARCH, 1999.

A handwritten signature in black ink, appearing to read 'LARRY W. SMITH', is written over a horizontal line.

LARRY W. SMITH

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:09

**AFFIDAVIT**

**STATE OF FLORIDA                     )  
COUNTY OF HILLSBOROUGH        )**

**BEFORE ME**, the undersigned authority, this day personally appeared LARRY W. SMITH ("Affiant") who, after first being duly sworn, deposes and says the following:

1. Affiant is the duly authorized representative for DDLJ INVESTMENTS, LLC.
2. DDLJ INVESTMENTS, LLC has at least one member.
3. The amount of cash and a description and agreed value of the property other than cash contributed by the members and the amount anticipated to be contributed by members is as set forth below:

**INITIAL CAPITAL CONTRIBUTION**

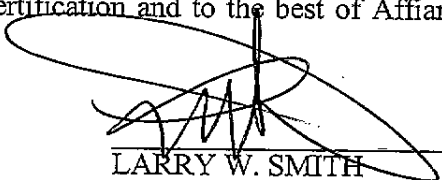
The total amount of cash and the description and agreed value of property other than cash initially contributed to the limited liability company is as follows:

| <u>Type of Property</u> | <u>Total Agreed Value</u> |
|-------------------------|---------------------------|
| Cash                    | \$500.00                  |

**ADDITIONAL CONTRIBUTIONS**

No additional contributions of property to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

4. Affiant has examined this certification and to the best of Affiant's knowledge and belief it is true, correct and complete.

  
\_\_\_\_\_  
LARRY W. SMITH

"Affiant"

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:09

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of MARCH, 1999, by LARRY W. SMITH, who is personally known to me or produced \_\_\_\_\_ as identification and did take an oath.

[NOTARIAL SEAL]

OFFICIAL NOTARY SEAL  
CAROL ANN WEBB  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC637847  
MY COMMISSION EXP. APR. 10, 2001

Carol A. Webb  
NOTARY PUBLIC  
Print Name: Carol A. Webb  
Commission No. CC 637847  
My Commission Expires: 4-10-2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:09