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PLEASE REPLY TO:  
TAMPA

kruss@annislaw.com

March 22, 1999

AVAILABLE FOR CONSULTATION  
KARGEL, VOLLHARDT & PARTNER  
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011-49-30-885-7710  
FAX: 011-49-30-8811-1308

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

BI 200002818642--5  
-03/25/99--01087--003  
\*\*\*\*285.00 \*\*\*\*285.00

Re: Art Vandalay Industries, LLC  
Our File No. 9998-220

Dear Madam or Sir:

Enclosed are the original and one copy of the Articles of Organization for the above-referenced Florida limited liability company, as well as our firm's check in the amount of \$285.00 in payment of the statutory filing fees.

Please file the Articles of Organization and place your "Filed" stamp on the enclosed copy of the same. Please return the stamped copy to us by mail in the return envelope provided.

If you have any questions, please let me know. Thank you for your assistance.

Katherine Russell GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Affidavit  
DATE 3/24/99  
DOC. EXAM [Signature]

Enclosures  
642035

Sincerely,

Katherine Russell

Katherine Russell  
Legal Assistant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 25 PM 4:19

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
Principal Officer	

ASSOCIATE MEMBER, EUROPEAN LAW FIRM, WITH OFFICES IN BRUSSELS AND PRINCIPAL EUROPEAN CITIES

ARTICLES OF ORGANIZATION  
OF  
ART VANDALAY INDUSTRIES, LLC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 25 PM 4:19

1. Name. The name of this limited liability company is **Art Vandalay Industries, LLC**, a Florida limited liability company (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Purpose. The Company is organized for the purpose of transmitting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office in the State of Florida is One Tampa City Center, 201 North Franklin Street, Suite 2100, Tampa, Florida 33601.
5. Registered Agent and Office. The name of the initial registered agent of the Company is **ROBERT F. GARCIA, JR.** The street address of the initial registered agent of the Company is One Tampa City Center, 201 North Franklin Street, 8<sup>th</sup> Floor, Tampa, Florida 33602.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$100.00. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Termination of Membership. Upon the resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. Management of the Company. The Company shall be managed by the members in accordance with the regulations and operating agreement. The Company shall initially be managed by the following three (3) members:

Thomas M. Little

One Tampa City Center  
201 North Franklin Street  
Suite 2100  
Tampa, Florida 33602

Robert Garcia

Robert F. Garcia, Jr.  
201 North Franklin Street, 8<sup>th</sup> Floor  
Tampa, Florida 33602

Andrew R. McCumber

307 S. Hyde Park Avenue  
Tampa, Florida 33606

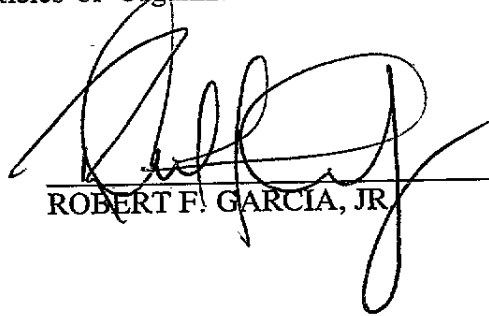
10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

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The undersigned has executed these Articles of Organization effective as of the 22<sup>nd</sup> day of March, 1999.

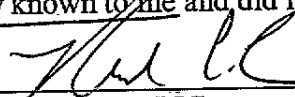
  
\_\_\_\_\_  
ROBERT F. GARCIA, JR.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 22<sup>nd</sup> day of March, 1999, before me personally appeared ROBERT F. GARCIA, JR., who is personally known to me and did not take an oath.

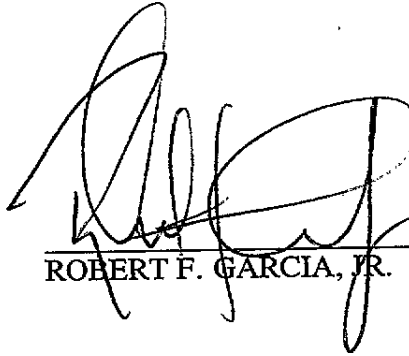


Richmond C Flowers  
★ My Commission CC797419  
Expires December 17, 2002

  
\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Handwritten signature of Robert F. Garcia, Jr. in black ink, written over a horizontal line.

ROBERT F. GARCIA, JR.

Dated: March 22, 1999.

**AFFIDAVIT OF LIMITED LIABILITY COMPANY  
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

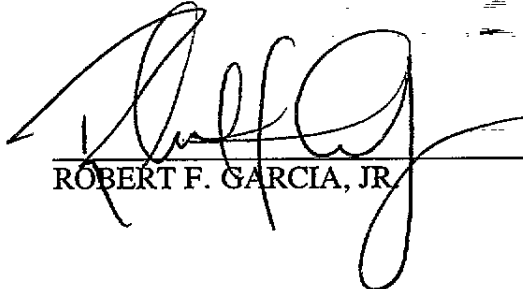
I, **ROBERT F. GARCIA, JR.**, being one of the initial members of **ART VANDALAY INDUSTRIES, LLC**, a Florida limited liability company, hereinafter referred to as the "Company," who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$100.00 of cash to the Company. It is not anticipated at this time that any additional cash will be contributed by the members to the Company. No property has been contributed to the company by the members.
3. No property other than the cash identified above will be contributed.

Executed this 22<sup>nd</sup> day of March, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

  
\_\_\_\_\_  
ROBERT F. GARCIA, JR.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 22<sup>nd</sup> day of March, 1999, before me personally appeared **ROBERT F. GARCIA, JR.**, who is personally known to me and did not take an oath.



Richmond C Flowers  
My Commission CC797419  
Expires December 17, 2002

  
\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_