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ARTICLES OF ORGANIZATION OF UDELL MANAGEMENT COMPANY, L.L.C.

The undersigned member, acting pursuant to Chapter 608, *Florida Statutes*, hereby forms a limited liability company in accordance with the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company is Udell Management Company, Lit

ARTICLE II - PERIOD OF DURATION

This limited liability company shall exist perpetually, commencing at the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS OF PRINCIPAL OFFICE OF LIMITED LIABILITY COMPANY

The mailing address of this limited liability company is 1900 Summit Tower Boulevard, Suite 240, Orlando, Florida 32810, and the street address of the principal office of the limited liability company is the same.

ARTICLE IV - NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name of the initial registered agent of this limited liability company is Steven H. Kane. The street address of the initial registered agent is 1061 Maitland Center Commons, Suite 106, Maitland, Florida 32751.

ARTICLE V - RIGHT TO ADMIT ADDITIONAL MEMBERS

Additional members may be admitted only with the unanimous consent of all of the members of this limited liability company. Any person admitted to this limited liability company pursuant to the preceding sentence shall have the rights and powers, and shall be subject to the restrictions and liabilities set forth in these Articles of Organization, the regulations and Chapter 608, Florida Statutes.

ARTICLE VI - RIGHT TO CONTINUE BUSINESS UPON OCCURRENCE OF CERTAIN EVENTS

This limited liability company shall not terminate upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company unless such termination is consented to by of all the remaining members.

ARTICLE VII - MANAGEMENT

The management of this limited liability company shall be reserved to and be vested in its members, with each member entitled to vote on all matters affecting this limited liability company. The names and addresses of the managing members are as follows:

Name of Managing Member	Address of Managing Member
Bruce Udell	1900 Summit Tower Boulevard Suite 240 Orlando, Florida 32810
Janet Udell	1900 Summit Tower Boulevard Suite 240 Orlando, Florida 32810

<u>ARTICLE VIII - PURPOSE</u>

This limited liability company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 6^{μ} day of April, 1999.

Janet Udell

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent of Udell Management Company, L.L.C. and to accept service of process for the foregoing limited liability company at the place designated in these Articles of Organization, 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 as registered agent. I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this <u>bth</u> day of April, 1999.

Steven H. Kane

AFFIDAVIT OF UDELL MANAGEMENT COMPANY, L.L.C.

The undersigned, a member of Udell Management Company, L.L.C. (the "L.L.C."), makes the following declarations pursuant to Section 608.407(2), Florida Statutes:

- 1. The L.L.C. has at least two (2) members.
- 2. The initial amount of cash contributed by the members is One Hundred Dollars (\$100.00). No property other than cash will be contributed by the members.
- 3. In the event any member makes an additional contribution to the L.L.C., a supplemental affidavit shall be filed with the Department of State.

Janet Udell

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing AFFIDAVIT OF UDELL MANAGEMENT COMPANY, L.L.C. was acknowledged before me this 6th day of April, 1999, by Janet Udell, who acknowledged before me that she is a member of the L.L.C., that she is authorized to and has executed this Affidavit for the purposes of forming a limited liability company pursuant to the provisions of Section 608.407(2), Florida Statutes. Janet Udell 4 is personally known to me, or \Box has produced ______ as identification.

JACQUELINE ST. PIERRE

COMMISSION # CC5924

EXPIRES OCT 10, 200:

BONDED THROUGH

ATLANTIC BONDING CO., INC.

Notary Public - State of Florida