

L99000002011



ACCOUNT NO. : 072100000032

REFERENCE : 199798 4381472

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ 346.25

ORDER DATE : April 9, 1999

ORDER TIME : 11:26 AM

ORDER NO. : 199798-005

500002834745--3

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: GINSBURG FAMILY HOLDINGS,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/9/99
Availability	XX <i>dec</i>
Document	XX
Examiner	XX
Updater	CONTACT PERSON: Janna Wilson
Updater Verifier	
Acknowledgement	DCU
W. P. Verifier	DCU

EXAMINER'S INITIALS: _____

FILED
RECEIVED
99 APR -9 PM 11:00
99 APR -9 PM 12:09
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

[Handwritten signature and initials]

7 pages

L99000002011

ARTICLES OF ORGANIZATION
OF
GINSBURG FAMILY HOLDINGS, L.L.C.

FILED
APR - 9 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned (the "Members") acting as the organizers of GINSBURG FAMILY HOLDINGS, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is GINSBURG FAMILY HOLDINGS, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 1551 Sandspur Road, Maitland, Florida 32751.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the names and addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Alan Ginsburg	1551 Sandspur Road Maitland, FL 32751

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's registered agent is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.


ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Shares:

The Company is authorized to issue both voting and nonvoting shares of common stock, par value \$.01 per share. All common stock shall be identical in all respects except the nonvoting common stock shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting common stock.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as
of this 8th day of April, 1999.

By: 
Alan Ginsburg, Incorporator

FILED
99 APR -9 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

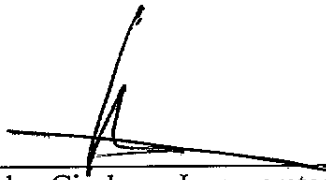
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, Alan Ginsburg, Incorporators, Affiant herein, hereby duly sworn, deposes and states:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$100.00.
3. The agreed value of property other than cash contributed by the members is \$0. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is \$100.00. This total includes amounts from 2 and 3 above.

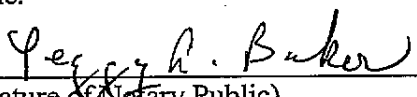
Further Affiant sayeth not.

By: 
Alan Ginsburg, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8th day of April, 1999, by Alan Ginsburg, Incorporator, who is personally known to me.


(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No.:
My commission expires:



Peggy A Baker
My Commission CC803976
Expires November 25, 2000

PROPERTY CONTRIBUTED BY THE MEMBERS

1. The sum of One Hundred Dollars (\$100.00), U.S. currency.

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is GINSBURG FAMILY HOLDINGS, L.L.C.

2. The name and address of the registered agent and his office is:

B&C Corporate Services of Central Florida, Inc.
390 N. Orange Avenue, Suite 1100
Orlando, FL 32801

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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, and I am familiar with and accept the obligations of my position as registered agent.

B & C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.

By: _____

Randal M. Alligood, Vice President

Dated this 8th day of April, 1999.

FILED
99 APR -9 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA