

**MORAN & SHAMS, P.A.**  
ATTORNEYS AT LAW

L990000002260

April 16, 1999

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -9 AM 8:57

**VIA FEDERAL EXPRESS**

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32301

Re: RDJ, L.L.C.  
Florida - 1999

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Organization for the above-referenced limited liability company, together with a check in the amount of \$337.50 to cover the costs of organization as well as receiving back a certified copy of the Articles.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely,

  
Thomas P. Moran

TPM/jmc  
Enclosures

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DIVISION OF CORPORATIONS  
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ARTICLES OF ORGANIZATION  
OF  
RDJ, L.L.C.

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this limited liability company is RDJ, L.L.C. (the "Company").

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 45 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business and the mailing address of the Company is 315 Carolyn Drive, Oviedo, Florida 32765, and the name and address of the initial registered agent of the Company are Ronald A. Smith, 315 Carolyn Drive, Oviedo, Florida 32765.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

## ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time to time upon the unanimous written consent of all members of the Company. The terms and conditions of such admissions shall be adopted by unanimous written consent of all the members of this Company.

## ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

## ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Ronald A. Smith, 315 Carolyn Drive, Oviedo, Florida 32765, who shall serve as manager until and unless otherwise determined by the members of the Company at any meeting of the members or until his successor is elected and qualified to act in such capacity.

## ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

## ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

## ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his or her membership interest or any portion thereof without the prior written consent of all other members of the Company.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

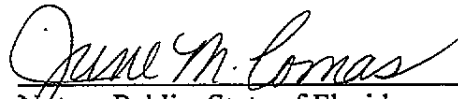
IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of the 14<sup>th</sup> day of April, 1999.

  
\_\_\_\_\_  
Ronald A. Smith, Member

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 14<sup>th</sup> day of April, 1999, by Ronald A. Smith, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



June M. Comas  
MY COMMISSION # CC817580 EXPIRES  
May 30, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

MARSMITHCORPSART.LC

**CERTIFICATE OF REGISTERED AGENT  
AND REGISTERED OFFICE**

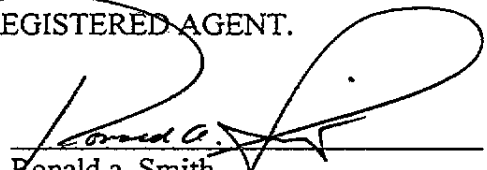
**RDJ, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 RDJ, L.L.C.
2. The name and address of the registered agent and office is Ronald A. Smith, 315 Carolyn Drive, Oviedo, Florida 32765.

HAVING BEEN NAMED AS REGISTERED AGENT 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 SUCH 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.

Date: April 14, 1999

  
\_\_\_\_\_  
Ronald a. Smith  
Registered Agent of RDJ, L.L.C.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF**

**RDJ, L.L.C.**

**STATE OF FLORIDA  
COUNTY OF ORANGE**

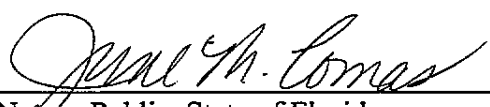
The undersigned member deposes and says:

1. RDJ, L.L.C. has at least three members;
2. The total amount of cash contributed by each of the members is \$693,000; no other property has been contributed by any member of the Company;
3. The total amount of cash or property anticipated to be contributed by member(s) as of this date is \$693,000. This total includes amounts set forth in paragraph two above.

The undersigned confirms under penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Ronald A. Smith, Member of RDJ, L.L.C.

The foregoing instrument was sworn to and subscribed before me this 14~~th~~ day of April, 1999, by Ronald A. Smith, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



June M. Comas  
MY COMMISSION # 00017880 EXPIRES  
May 30, 2001  
BONDED THROUGH THE FAIR INSURANCE, INC.