

L99000002767



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AUTHORIZATION :

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ORDER DATE : May 13, 1999

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ORDER NO. : 239048-005

CUSTOMER NO: 11102A

CUSTOMER: Ivan M. Lefkowitz, Esq
LEFKOWITZ & BLAHER, P.A.
LEFKOWITZ & BLAHER, P.A.
430 North Mills Avenue

Orlando, FL 32803

DOMESTIC FILING

NAME: MEDINAH MANAGEMENT, L.L.C.

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EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
Name 5/13/99 PLAIN STAMPED COPY
Availability Dec CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: Christine Lillich
Examiner DCC

EXAMINER'S INITIALS:

Updater DCC

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Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION
OF
MEDINAH MANAGEMENT, L.L.C.

The undersigned certifies that he is establishing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be:

MEDINAH MANAGEMENT, L.L.C.

The mailing address and street address of its principal place of business is:

8969 Charleston Park
Orlando, Florida 32819

ARTICLE II
DURATION

The period of this Company's duration is perpetual, beginning with the date of filing with the Secretary of State of Florida.

ARTICLE III
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by two (2) managers. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the persons who shall serve as managers until the first annual meeting of members or until successors are elected and qualified are as follows:

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Names

Addresses

PHILIP L. BATURA

8969 Charleston Park
Orlando, Florida 32819

FRANKIE D. BATURA

8969 Charleston Park
Orlando, Florida 32819

ARTICLE IV
MEMBERSHIP INTERESTS AND VOTING

There shall be two classes of membership interests in the Company, designated as Class A and Class B interests. All membership interests shall be issued in units. There are 100 units of Class A interests and 9900 units of Class B interests. Each unit of ownership shall have one vote on all matters on which such ownership interest is entitled to vote, either as a member or manager. The only difference between the classes of ownership interests shall be that Class A interests shall have voting rights and Class B interests shall have no voting rights, except as expressly provided in the Articles or Regulations of the Company. Voting on matters on which both classes are entitled to vote shall be by vote of the membership interests as a whole and not by class.

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 75% of the Class A member interests in the Company. Determination of class of member interest and contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 51% of the Class A member interests of the Company.

ARTICLE VI
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on 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 in the Company. This Company may be dissolved by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

Ivan M. Lefkowitz, Esquire
430 North Mills Avenue
Orlando, Florida 32803

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

Executed by the undersigned on this 12 day of May, 1999.



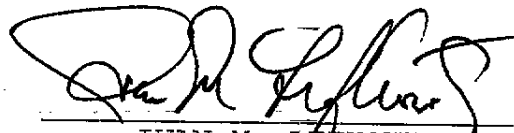
PHILIP L. BATURA

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.

Date: 5/12, 1999


IVAN M. LEFKOWITZ

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
PURSUANT TO F.S. § 608.407

State of Florida)

County of Orange)

Before the undersigned authority personally appeared PHILIP L. BATURA, a member of MEDINAH MANAGEMENT, L.L.C., who on oath says:

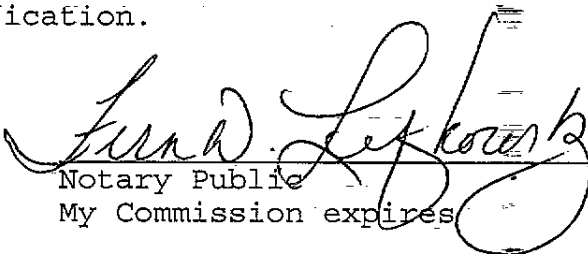
1. That he is a member of MEDINAH MANAGEMENT, L.L.C.
2. That MEDINAH MANAGEMENT, L.L.C., has at least two members.
3. The total amount of initial cash contributed by the members is \$250,000.00.
4. If any, the agreed value of property other than cash contributed by the members is \$-0-. A description of the property is attached as Exhibit A and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by the members is \$250,000.00. This total includes the amounts from paragraphs 3 and 4 above.

Further affiant sayeth naught.



PHILIP L. BATURA

Sworn to and subscribed before me this 12 day of May, 1999, by PHILIP L. BATURA, on behalf of MEDINAH MANAGEMENT, L.L.C., who is personally known to me or who has produced a Florida driver's license as identification.



Notary Public
My Commission expires