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ANNIS MITCHELL

001/005

Division of Corporations

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Page 1 of 1

Florida Department of State
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LIMITED LIABILITY COMPANY

SUNDANCE, L.L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 5, 1999

BRUCE D. GREEN
12800 UNIVERSITY DR., SUITE 600
FORT MYERS, FL 33907

SUBJECT: SUNDANCE, L.L.C.
REF: W99000009680

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Letter Number: 999A00021585

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Articles of Organization of Sundance of South Florida, L.L.C.

1. - Name

The name of this limited liability company is: Sundance ^{of South Florida,} L.L.C. a Florida limited liability company (the "Company").

2. - Duration

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

3. - Purpose

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted be a limited liability company under the laws of Florida.

4. - Place of Business

The mailing and street address of the Company 's principal office is: 9240 Bonita Beach Road, Suite 1117, Bonita Springs, Florida 34135, USA

5. - Registered Agent and Office

The name of the initial registered agent of the Company is Steven I. Wiener. The street address of the initial registered agent of the Company is: 12800 University Drive, Suite 600, Fort Myers, Florida 33907.

6. - Contributions to the Company

The total amount of cash initially contributed to the Company by the members is one thousand dollars (\$ 1,000). No additional contributions have been agreed upon.

7. - Additional Members

Additional Members to the Company Members may be admitted, but only upon unanimous consent of all members of the Company at the time admission is sought.

8. - Termination of Membership

Upon the death, retirement, 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 not 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 a manager or managers in accordance with the regulations adopted by all of the members. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Dieter Wenwieser
9240 Bonita Beach Road, Suite 1117, Bonita Springs, Florida 34135, USA

10. - Regulations

The manager or managers 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. - Voting

The Company is authorized to issue membership units with voting rights and membership units without voting rights.

12. - Certificated Interests.

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

Bruce D. Green
12800 University Drive, Suite 600
Fort Myers, FL 33907
Phone: (941) 489-1776
FL Bar No.: 260533

The undersigned executed these Articles of Organization effective as of the 31st day of March, 1999.

Member:

Prometeus Anstalt - Liechtenstein
Director: Dr. iur. Alex Wiederkehr

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Affidavit of Limited Liability Company
Pursuant to Florida Statutes Section 608.407(2)

Prometeus Anstalt, as an initial member of Sundance of South Florida, L.L.C.,
a Florida limited liability company
(hereinafter referred to as the " Company ")
makes the following affidavit:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of
one thousand dollars (\$ 1,000) of cash to the Company.
3. No additions of cash or other property have been agreed
upon.

Executed this 31st day of March, 1999.

Member


Prometeus Anstalt - Liechtenstein
Director: Dr. iur. Wiederkehr

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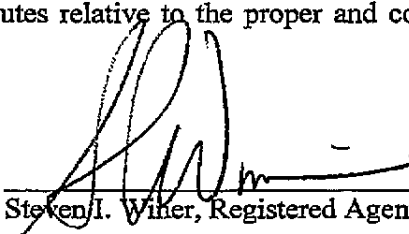
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, 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.

Dated: _____

4/23/99
Steven I. Winer, Registered Agent

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