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♦ MASTER OF LAWS IN TAXATION

May 13, 1999

700002878047--9  
-05/18/99-01005--018  
\*\*\*\*\*337.50 \*\*\*\*\*337.50

Attn: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Phil Madary, L.L.C.

Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

IML:glg  
Enclosures  
cc: Mr. Howard Lefkowitz

Availability	
Document Examiner	
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 18 AM 9:59

ARTICLES OF ORGANIZATION  
OF  
PHIL MADARY, 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:

PHIL MADARY, L.L.C.

The mailing address and street address of its principal place of business is 1900 Summit Place Boulevard, Suite 260, Orlando, Florida 32810.

ARTICLE II  
DURATION

The period of this Company's duration is perpetual, beginning with the date of filing with the office of 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 one (1) manager. 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 person who shall serve as manager until the first annual meeting of members or until successors are elected and qualified is as follows:

Names

Addresses

HOWARD LEFKOWITZ

1900 Summit Place Boulevard  
Suite 260  
Orlando, Florida 32810

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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 75% of all member interests of both classes of the Company.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

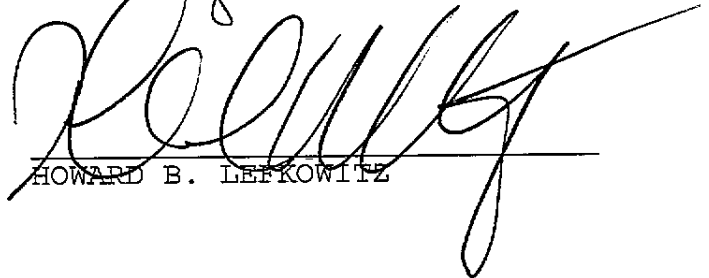
The name and street address of the initial registered agent and office for this Company is as follows:

Howard B. Lefkowitz, Esquire  
1900 Summit Place Boulevard  
Suite 260  
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 75% of all member interests of both classes of the Company.

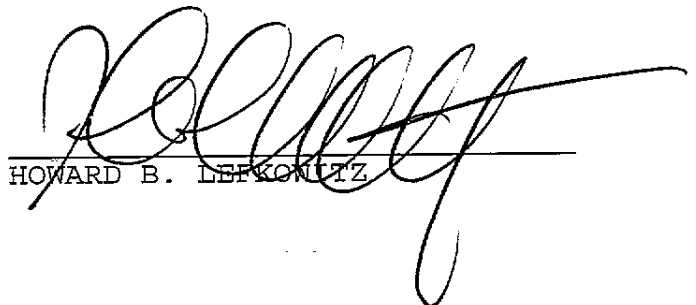
Executed by the undersigned on May 10, 1999.

  
\_\_\_\_\_  
HOWARD B. LEFKOWITZ

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: May 10, 1999

  
\_\_\_\_\_  
HOWARD B. LEFKOWITZ

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

State of Florida  
County of Orange


Before the undersigned authority personally appeared HOWARD B. LEFKOWITZ, a member of PHIL MADARY, L.L.C., who on oath says:


1. That he is a member of PHIL MADARY, L.L.C.
2. That PHIL MADARY, L.L.C., has at least two members.
3. The total amount of cash contributed by the members is Two Hundred Thousand Dollars (\$200,000.00).
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 Two Hundred Thousand Dollars (\$200,000.00). This total includes the amounts from paragraphs 3 and 4 above.

Further affiant sayeth naught.

  
\_\_\_\_\_  
HOWARD B. LEFKOWITZ

Sworn to and subscribed before me this 10th day of May, 1999, by HOWARD B. LEFKOWITZ, on behalf of PHIL MADARY, L.L.C., who is personally known to me or who has produced a Florida driver's license as identification.

 Mary Van Leuven  
My Commission CC788492  
Expires November 5, 2002

  
\_\_\_\_\_  
Notary Public  
My Commission expires: