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July 15, 1999

LLC Section
Division of Corporations
Secretary of State, Florida
P. O. Box 6327
Tallahassee, FL 32301

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****285.00 ****285.00

Re: Ping Pong of Orlando, L.L.C., a Florida Limited Liability Company

Dear Sir or Madam:

Enclosed for filing are the original and a copy of Articles of Organization of the referenced entity, together with our firm check in the amount of \$285.00 to cover the filing and registered agent fees.

Please provide us with a conformed copy or other type of confirmation once the Articles have been filed. A return envelope is provided for your convenience.

Very truly yours,

BROAD AND CASSEL

Rei-Ann Suehring

Rei-Ann Suehring, CLA
Paralegal

/rs

Enclosures

cc: Mr. and Mrs. Jeffrey S. Condello

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
PING PONG OF ORLANDO, L.L.C.

The undersigned (the "Members") acting as the organizers of PING PONG OF ORLANDO, 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 PING PONG OF ORLANDO, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 2620 N. Highway 441, Orlando, Florida 32804.

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>
Jeffrey S. Condello	2620 N. Highway 441 Orlando, FL 32804
Debra A. Condello	2620 N. Highway 441 Orlando, FL 32804

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 Jeffrey S. Condello, Incorporator, and the street address of the Company's registered agent is 2620 N. Highway 441, Orlando, Florida 32804. 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 ("Indemnitee"), 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 Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee 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 – Member Interests:

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

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 13th day of July, 1999.

By: 

Jeffrey S. Condello, Incorporator

By: 

Debra A. Condello, Incorporator

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, Jeffrey S. Condello and Debra A. Condello, Incorporators, Affiants herein, hereby duly sworn, deposed 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 \$ 100,000.00.
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 \$ 100,000.00. This total includes amounts from 2 and 3 above.

Further Affiant sayeth not.

By: Jeffrey S. Condello
Jeffrey S. Condello, Incorporator
By: Debra A. Condello
Debra A. Condello, Incorporator

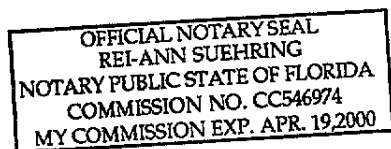
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of July, 1999, by Jeffrey S. Condello and Debra A. Condello, Incorporators, and who are personally known to me or produced _____ as identification.

Rei-Ann Suehring
(Signature of Notary Public)

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



PROPERTY CONTRIBUTED BY THE MEMBERS

1. The sum of One Hundred Thousand Dollars (\$100,000.00).

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**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 PING PONG OF ORLANDO, L.L.C.
2. The name and address of the registered agent and his office is:

Jeffrey S. Condello
2620 N. Highway 441
Orlando, Florida 32804

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.

By: 
Jeffrey S. Condello, Registered Agent

Dated this 13th day of July, 1999.

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