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- Michelle Hodges

From: Account Name : TRIPP, SCOTT, CONKLIN & SMITH - C. Verhovski
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LIMITED LIABILITY COMPANY
POSEIDON MANAGEMENT, L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

TRIPP, SCOTT, CONKLIN & SMITH

SUBJECT: POSEIDON MANAGEMENT, L.C.
REF: W99000016928

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000018036
Letter Number: 799A00037588

**ARTICLES OF ORGANIZATION
OF
POSEIDON MANAGEMENT, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is **POSEIDON MANAGEMENT, L.C.**

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2039, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

1115 NE 9th Avenue
Fort Lauderdale, Florida 33304

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

Prepared By: Dennis D. Smith, Esq.
Bar No. 242098
Tripp Scott
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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Dennis D. Smith
110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

ARTICLE XI ADMISSION OF ADDITIONAL MEMBERS

6.1 Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of admission to this limited liability company. A member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the non-transferring members.

6.2 Upon death, the 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 this limited liability company, the remaining members shall have the right to continue the business of this limited liability company upon the unanimous consent of such remaining members.

ARTICLE XII RIGHT OF MEMBERS TO CONTINUE BUSINESS

The members of this limited liability company may continue the business of this limited liability company following 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 this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members.

ARTICLE VIII MANAGEMENT

8.1 This limited liability company shall be managed by its members and the name and address of the managing member is Kaye Pearson, 1115 NE 9th Avenue, Ft Lauderdale, FL 33304.


ARTICLE IX AMENDMENT OF ARTICLES OF ORGANIZATION

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X INDEMNIFICATION

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the sole member of this limited liability company, has executed these Articles of Organization this 21 day of July, 1999.



Kaye Pearson, sole member of this limited liability company

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.




Dennis D. Smith, Registered Agent

**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS
OF
POSEIDON MANAGEMENT, L.C.**

The undersigned member of Poseidon Management, L.C. (the "Company") certifies that:

1. The Company has at least one (1) member; and
2. The member of the Company has agreed to make capital contributions to the Company in the aggregate amount of \$100.00.
3. No other capital contributions to the Company are anticipated to be made at this time.



Kaye Pearson, sole member of the Company