



THE UNITED STATES
CORPORATION
COMPANY

L99000004654

ACCOUNT NO. : 072100000032

REFERENCE : 324246 118517A

AUTHORIZATION :

Patricia Pujot

COST LIMIT : \$ 337.50

ORDER DATE : July 29, 1999

ORDER TIME : 1:33 PM

ORDER NO. : 324246-005

CUSTOMER NO: 118517A

100002945311--4

CUSTOMER: Robert W. Bivins, Esq
FULLER HOLSONBACK & BIVINS
FULLER HOLSONBACK & BIVINS
Suite 2650
100 N. Tampa Street
Tampa, FL 33602

RECEIVED

99 JUL 29 PM 2:21

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BDM ASSOCIATES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF Organization
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-tanisha Green

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 29 PM 4:55

FILED

7-29-99

ARTICLES OF ORGANIZATION OF

BDM ASSOCIATES, L.C.

The undersigned person, acting as the organizer of BDM ASSOCIATES, L.C. (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

ARTICLE I. NAME AND ADDRESS

The name and mailing address of the Company is: BDM ASSOCIATES, L.C., c/o Robert W. Bivins, Esq., 100 North Tampa Street, Suite 2650, Tampa, Florida 33602.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence on the date that these Articles of Organization are filed with the Florida Department of State, and the existence of the Company will continue for thirty (30) years from the date of filing these Articles of Organization.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, and the name of the Company's initial registered agent at that address is Robert W. Bivins.

ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's Regulations.

ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the written consent of a majority interest of the members of the Company, as more particularly set forth in the Regulations.

ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager who shall be elected annually by the members of the Company in a manner set forth in the Regulations. The manager shall have the power and

authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its Regulations and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

David A. Sloss
c/o Carl Marks & Co., Inc.
135 East 57th Street
New York, NY 10022

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified. The number of managers may be increased or decreased as set forth in the Regulations.

ARTICLE VIII. RESTRICTION ON TRANSFER OF INTERESTS

Membership interests in the Company shall be subject to transfer restrictions. These transfer restrictions are specifically set forth in the Company's Regulations.

ARTICLE IX. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the dissolution of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company (collectively, a "withdrawal event"), the business of the Company shall continue upon the consent of a majority in interest (as defined in the Regulations) of the remaining members. The consent of a majority in interest of the remaining members to continue the business of the Company must be in writing and obtained within ninety (90) days after the occurrence of the withdrawal event. If a majority in interest of the remaining members do not consent to continue the business of the Company, the Company will dissolve automatically, without further action of the members, upon the occurrence of a withdrawal event.

ARTICLE X. REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Company is vested exclusively in the members of the Company, as more particularly set forth in the Regulations.

ARTICLE XI. ORGANIZER

The name and street address of the organizer, who is an authorized representative of and attorney-in-fact for Robert Davidoff, an initial member of the Company, executing these Articles of Organization is: Robert W. Bivins, Esq., Fuller

Holsonback & Bivins, P.A., 100 North Tampa Street, Suite 2650,
Tampa, Florida 33602.

ARTICLE XII. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority interest of the members, shall be as prescribed by the Secretary of State of the State of Florida and shall be sworn and subscribed to by a majority in interest of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 28th day of July, 1999.

Robert W. Bivins
ROBERT W. BIVINS, as authorized
representative and attorney-in-fact
for Robert Davidoff

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Organization were acknowledged before me this 28th day of July, 1999, by Robert W. Bivins, who is personally known to me ✓ or who has produced _____ as identification.

Linda Rutledge
_____, Notary Public
State of Florida
My Commission Expires:



LINDA RUTLEDGE
My Commission CC512701
Expires Nov. 29, 1999

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99 JUL 29 10:41:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That BDM ASSOCIATES, L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, has named Robert W. Bivins as its agent to accept service of process within the State of Florida.

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.

DATED this 28th day of July, 1999.

Robert W. Bivins
ROBERT W. BIVINS

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99 JUL 29 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, as authorized representative of and attorney-in-fact for Robert Davidoff, an initial member of BDM ASSOCIATES, deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is \$1,000;
3. The agreed value of property other than cash contributed by the members is \$0;
4. The total amount of cash or property anticipated to be contributed by members is \$1,000. This total includes amounts from 2 and 3 above.

July 28, 1999

Robert W. Bivins
ROBERT W. BIVINS, as authorized representative and attorney-in-fact for Robert Davidoff
(In accordance with Section 608.407(2), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Affidavit of Membership and Contributions was sworn to and subscribed before me this 28th day of July, 1999, by Robert W. Bivins, who is personally known to me ✓ or who has produced _____ as identification.

Linda Rutledge
_____, Notary Public
State of Florida
My Commission Expires:

rwb\bdm\articles.11c



LINDA RUTLEDGE
My Commission CC512701
Expires Nov. 29, 1999