



THE UNITED STATES  
CORPORATION  
COMPANY

L99000005040

ACCOUNT NO. : 072100000032

REFERENCE : 340914 3487A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 337.50

ORDER DATE : August 13, 1999

ORDER TIME : 11:21 AM

ORDER NO. : 340914-005

CUSTOMER NO: 3487A

600002959606--5

CUSTOMER: Ms. Talia R. Kohne  
ICARD MERRILL CULLIS TIMM  
ICARD MERRILL CULLIS TIMM  
2033 Main Street, Suite 600  
P. O. Drawer 4195  
Sarasota, FL 34237

DOMESTIC FILING

NAME: ABRAMS INVESTMENT COMPANY,  
L.L.C.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
99 AUG 13 PM 2:20

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99 AUG 13 PM 1:12  
TALLAHASSEE, FLORIDA

L99-5040

*[Signature]*

**ARTICLES OF ORGANIZATION  
OF  
ABRAMS INVESTMENT COMPANY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company shall be Abrams Investment Company, L.L.C. ("Company").

**ARTICLE II  
PURPOSE AND POWER**

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

**ARTICLE III  
ADDRESS**

The mailing address and street address of the principal office of the Company shall be 7101 Point of Rocks Circle Drive, Sarasota, Florida 34242.

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#### **ARTICLE IV DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Regulations.

#### **ARTICLE V INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is:

Bruce P. Chapnick, Esquire  
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.  
2033 Main Street, Suite 600  
Sarasota, Florida 34237

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#### **ARTICLE VI RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions, including the contribution to capital, as shall be determined by all the members as of the time of such admission. A member may transfer a member's interest in the Company only in the manner set forth in the Operating Regulations of the Company but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of an interest, approve the proposed transfer by unanimous written consent in accordance with the Company's Operating Regulations.

#### **ARTICLE VII TERMINATION OF EXISTENCE AND MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

**ARTICLE VIII  
MANAGEMENT**

The Company shall be managed by a manager in accordance with the Company's Operating Regulations adopted by the members for the management of the business and affairs of the Company. These Operating Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager(s) of the Company is/are:

NAME

Sean Abrams

ADDRESS

7101 Point of Rocks Circle Drive  
Sarasota, Florida 34242

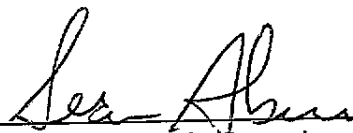
**ARTICLE IX  
OPERATING REGULATIONS**

The Operating Regulations entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Regulations of the Company, as amended and in existence from time to time.

**ARTICLE X  
AMENDMENT**

The Articles of Organization may be amended from time to time by unanimous vote of the members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida as of August 11, 1999.

  
SEAN ABRAMS, Organizer

## **CERTIFICATE OF DESIGNATION OF BRUCE P. CHAPNICK REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW 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:

ABRAMS INVESTMENT COMPANY, L.L.C.

2. The name and address of the registered agent and office is:

Bruce P. Chapnick, Esquire  
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.  
2033 Main Street, Suite 600  
Sarasota, Florida 34237

*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 as registered agent.*

  
\_\_\_\_\_  
Bruce P. Chapnick, Esquire

8/11/99  
\_\_\_\_\_  
Date

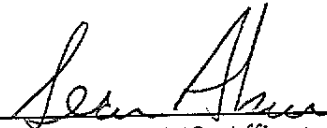
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Abrams Investment Company, L.L.C., deposes and says:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the member(s) is \$900,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$900,000. This total includes the amounts from items 2 and 3 above.

In accordance with Section 608.408(3), F.S., the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
SEAN ABRAMS, Affiant  
Dated: August 11, 1999

STATE OF FLORIDA  
COUNTY OF SARASOTA


Sworn to (or affirmed) before me this 11th day of August, 1999, by Sean Abrams

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Talia R. Kohne  
MY COMMISSION # CC732158 EXPIRES  
April 8, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public – State of Florida

  
Print, Type or Stamp  
Commissioned Name of Notary Public

✓ Personally Known OR \_\_\_\_\_ Produced Identification  
Type of Identification Produced \_\_\_\_\_