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OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
100002973611--2
-08/30/99--01083--013
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1. 151 LOOKOUT PLACE, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 4:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

Articles of
Organization

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TALLAHASSEE, FLORIDA

8-31-99

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

151 LOOKOUT PLACE, 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 OF THE LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be *151 Lookout Place, L.L.C.*

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company shall be *151 Lookout Place, Suite 110, Maitland, FL 32751.*

ARTICLE III

PERIOD OF DURATION

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

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TALLAHASSEE, FL 32399

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is *151 Lookout Place, Suite 110, Maitland, FL 32751* and the name of the initial registered agent at such address is *STEVEN R. KUTNER*.

ARTICLE V

CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Regulations.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of

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TALLAHASSEE, FLORIDA

the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII

MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, 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 unanimous vote of the remaining members.

ARTICLE IX

MANAGEMENT

The Company shall be managed by the members in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Thollander	151 Lookout Place, Suite 201 Maitland, Florida 32751
Ian L. Gilden	151 Lookout Place, Suite 110 Maitland, Florida 32751

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TALLAHASSEE, FLORIDA

Steven R. Kutner

151 Lookout Place, Suite 110
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed to these Articles of Organization at Orange County, Florida on this 25th day of August, 1999.

Robert E. Hollander
ROBERT E. THOLLANDER

Ian L. Gilden
IAN L. GILDEN

Steven R. Kutner
STEVEN R. KUTNER

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Organization were acknowledged before me this 25th day of August, 1999, by **ROBERT E. THOLLANDER, IAN L. GILDEN, and STEVEN R. KUTNER**, who have produced driver's licenses as identification or who are personally known to me.

Olivia O'Hara
Olivia O' Hara, Notary Public
Commission No. _____
My Commission Expires:

OFFICIAL NOTARY SEAL
ANN O'HARA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC500559
MY COMMISSION EXP OCT 10, 1999

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STATE OF FLORIDA
FALL ACHASSE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE OF 151 LOOKOUT PLACE, L.L.C.**

Under the provisions of F.S. 608.415 or 608.507, 151 Lookout Place, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **151 Lookout Place, L.L.C.**

2. The name and street address of the registered agent in Florida are:

**Steven R. Kutner
151 Lookout Place, Suite 110
Maitland, Florida 32751**

The undersigned, being the person named in the Articles of Organization of **151 Lookout Place, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: **August 26**, 1999



STEVEN R. KUTNER
Registered Agent

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TALLAHASSEE, FLORIDA

EXHIBIT "A": AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representatives of a member of **151 Lookout Place, L.L.C.**, depose and say:

- 1. The above-named limited liability company has at least one member.
- 2. The total amount of cash contributed by the members is: (Robert E. Thollander \$50,000.00; Ian L. Gilden \$25,000.00; Steven R. Kutner \$25,000.00) \$100,000.00
- 3. If any, the agreed value of property other than cash contributed by the member(s) is (a description of the property is attached and made a part hereof) \$ 00.00
- 4. The total amount of cash or property anticipated to be contributed by the members is (this includes amounts from 2 and 3 above): \$100,000.00

THE AFFIANTS SAY NOTHING FURTHER.

Dated August 25, 1999.

Robert E. Thollander
ROBERT E. THOLLANDER

Ian L. Gilden
IAN L. GILDEN

Steven R. Kutner
STEVEN R. KUTNER

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 TALLAHASSEE, FLORIDA

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

Sworn to and subscribed before me this 25th day of August, 1999 by **ROBERT E. THOLLANDER, IAN L. GILDEN, and STEVEN R. KUTNER** who are personally known to me or who produced Florida Drivers' licenses as identification.

Olivia O'Hara
Olivia O'Hara, Notary Public
Commission number: _____
My commission expires: _____

