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LA OFFICES  
WICKER, SMITH, TUTAN, D'ILARA  
McCOY, GRAHAM & FORD, P.A.  
5TH FLOOR ROYAL PLAZA BUILDING  
2900 MIDDLE STREET (S.W. 28TH TERRACE)

FORT LAUDERDALE OFFICE  
BARNETT BANK PLAZA, 5TH FLOOR  
ONE EAST BROWARD BOULEVARD  
P.O. BOX 14460  
FORT LAUDERDALE, FLORIDA 33302  
(954) 467-6405  
TELECOPIER (954) 760-9353

MIAMI, FLORIDA 33133  
(305) 448-3939  
TELECOPIER (305) 441-1745

ORLANDO OFFICE  
NATIONSBANK CENTER • SUITE 1000  
390 NORTH ORANGE AVENUE  
P.O. BOX 2753  
ORLANDO, FLORIDA 32802  
(407) 843-3939  
TELECOPIER (407) 649-8118

WEST PALM BEACH OFFICE  
MELLON UNITED NAT'L BANK TOWER • SUITE 700  
1645 PALM BEACH LAKES BOULEVARD  
P.O. BOX 2508  
WEST PALM BEACH, FLORIDA 33402  
(561) 689-3800  
TELECOPIER (561) 689-9206

TAMPA OFFICE  
100 NORTH TAMPA STREET  
SUITE 3650  
TAMPA, FLORIDA 33602  
(813) 222-3939  
TELECOPIER (813) 222-3938

September 21, 1999

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: The Orval Company, L.L.C.  
Articles of Organization  
Our File No. 43203-2

300002993883--1  
-09/22/99--01069--003  
\*\*\*\*346.25 \*\*\*\*346.25

Gentlemen: L99-6026

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed and notarized Articles of Organization, together with our firm check in the amount of \$346.25.

Please cause the original copy of the Articles of Organization to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Organization.

The check enclosed herein is in payment of the following fees or charges:

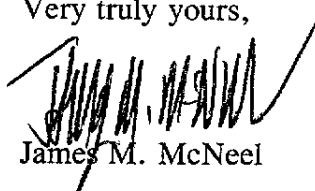
Filing Fee	\$250.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
Certificate of Status	8.75
TOTAL	\$346.25

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Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "JMM", with a long, sweeping horizontal line extending to the right.

James M. McNeel

JMM/kfp  
Enclosures

ARTICLES OF ORGANIZATION  
OF  
THE ORVAL COMPANY, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be THE ORVAL COMPANY, L.L.C., and its principal office shall be located at 444 Marmore, in the City of Coral Gables, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

(1) To engage in any activity or business authorized under the Florida Statutes.

(2) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

(3) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold,

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utilize, and in any manner dispose of the rights and property so acquired.

(4) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(5) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

(6) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

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### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

The limited liability company shall be managed by the members. The name and address of the managing member is Scott O. Kent, 444 Marmore, Coral Gables, FL 33146. Scott O. Kent shall serve until a successor manager is elected.

### ARTICLE V

#### ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of Scott L. Kent, individually, and Kentco Limited Partnership.

### ARTICLE VI

#### MEMBERS' RIGHTS TO CONTINUE BUSINESS

On 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 the limited liability company, the remaining members shall have the right to admit additional members and to continue the business on unanimous consent of the remaining members.

### ARTICLE VII

#### DURATION

This limited liability company shall exist until dissolved in a manner provided by law.

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TALLAHASSEE FLORIDA

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the limited liability company is The Orval Company, L.L.C.

The address of the initial registered office of the limited liability company is 444 Marmore, City of Coral Gables, County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is Scott O. Kent.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of The Orval Company, L.L.C.

Having been named as registered agent 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 am familiar with and accept the obligations of my position as Registered Agent.

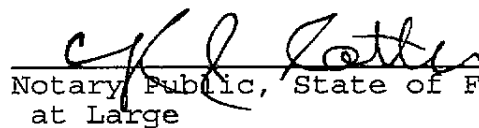
Executed by the undersigned at Miami-Dade County, Florida on September 10, 1999.

  
SCOTT O. KENT (SEAL)

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared SCOTT O. KENT, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 13<sup>th</sup> day of September, 1999.

  
Notary Public, State of Florida  
at Large

My commission expires:



Cheryl R. Cotler  
MY COMMISSION # CC703424 EXPIRES  
December 17, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE


ARTICLE VIII

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of The Orval Company, L.L.C. certifies:

- (1) The above-named limited liability company has at least two (2) members.
- (2) The total amount of cash contributed by the members is \$35,000.00.
- (3) The agreed value of property other than cash contributed by the members is zero (0).
- (4) The total amount of cash or property anticipated to be contributed by the members is \$450,000.00.

FURTHER AFFIANT SAITH NAUGHT.

  
SCOTT O. KENT

STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE            ) SS:

BEFORE ME, the undersigned authority, personally appeared SCOTT O. KENT, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 13<sup>th</sup> day of September, 1999.

  
Notary Public, State of Florida  
at Large

My commission expires:



Cheryl R. Cotler  
MY COMMISSION # CC703424 EXPIRES  
December 17, 2001  
BONDED THRU TROY FAIN INSURANCE

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TREASURER  
FLORIDA