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October 19, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

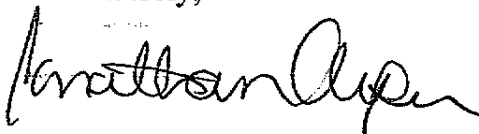
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****125.00 ****125.00

RE: NORTHERN LIGHTS, L.L.C.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Organization for NORTHERN LIGHTS, L.L.C. and a check in the amount of \$125 for filing fees. Please return a file date stamped copy in the envelope provided.

Sincerely,



Jonathan Alper

JBA:jjr
cc: Sean DePasquale

FILED
99 OCT 20 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bucky Royal GAVE
AUTHORIZATION BY PHONE TO
CORRECT authorized representative
DATE 10-25-99
DOC. EXAM. _____

B
10-25-99

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is **NORTHERN LIGHTS, L.L.C.**

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 1101 Venetian Avenue, Orlando, FL 32804 and the street address is 1101 Venetian Avenue, Orlando, FL 32804.

ARTICLE III - MANAGEMENT BY MEMBER(S)


The Limited Liability Company is to be managed by the members.

ARTICLE IV - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

ARTICLE V - REGULATIONS MUST BE IN WRITING

Any Regulations relating to this limited liability company must be in writing and signed by all members.


Jonathan Alper, Esquire
Authorized Representative

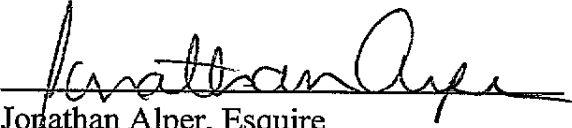
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 **NORTHERN LIGHTS, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Jonathan Alper, Esquire
274 Kipling Court
Heathrow, FL 32746

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.


Jonathan Alper, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA