

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0427811
EFFECTIVE DATE: 04/29/2004
COUNTY : GEORGIA
REFERENCE : 0091
PRINT DATE : 05/12/2004
FORM NUMBER : 356

KELLY YEADON
POWELL, GOLDSTEIN, FRAZER & MURPHY
191 PEACHTREE STREET, 16TH FLOOR
ATLANTA, GA 30303

CERTIFICATE OF ORGANIZATION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

VLP 3, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read 'Cathy Cox'.

Cathy Cox
Secretary of State



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

WARREN RARY
Director

ENRICO M. ROBINSON
Assistant Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # _____	PENDING # _____	CONTROL # _____	
DOCKET CODE _____	DATE FILED _____	AMOUNT RECEIVED _____	CHECK/RECEIPT # _____
TYPE CODE _____	EXAMINER _____	JURISDICTION (COUNTY) CODE _____	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 41321143
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

VLP 3, LLC
Corporate Name (List exactly as it appears in articles)

2. Kelly Yeadon 404-572-6969
Name of person filing articles (certificate will be mailed to this person, at address below) Telephone Number

Powell, Goldstein, Frazer & Murphy, LLP
191 Peachtree Street, Sixteenth Floor
Address

Atlanta Georgia 30303
City State Zip Code

3. Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Kelly Yeadon 4/29/04
Authorized signature of person filing documents Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>

**ARTICLES OF ORGANIZATION
OF
VLP 3, LLC**

The undersigned organizer, being a natural person 18 years of age or older, in order to form a limited liability company under the Georgia Limited Liability Company Act hereby adopts the following Articles of Organization:

ARTICLE I

The name of the limited liability company is **VLP 3, LLC** (hereinafter the "Company").

ARTICLE II

The registered office of the Company is located at 400 10th Street, Atlanta, Georgia 30332-0495, and the name of the registered agent is Randy A. Nordin, Esq. The county of the registered office is Fulton County.

ARTICLE III

The mailing address of the principal office is 400 10th Street, Atlanta, Georgia 30332-0495.

ARTICLE IV

The Company shall be dissolved only upon the majority vote of a majority in interest of the member entitled to vote thereon. The period of duration of the Company shall be perpetual. Upon dissolution, all assets of the Company, net of then-existing liabilities, shall be transferred to the sole member of the Company.

ARTICLE V

The Company is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Company is to (i) foster and support education and scientific research and economic development in the State of Georgia by promoting the development of new high technology research and industry, and (ii) engage in such other lawful activities, including the ownership of real property in connection with the foregoing purpose, permitted to companies under the Georgia Limited Liability Company Act, as are incidental, necessary or appropriate to the foregoing.

ARTICLE VI

The sole member of the Company shall be Georgia Advanced Technology Ventures, Inc.

ARTICLE VII

All powers of the Company shall be exercised by, or under the direction and control of, one or more Managers in a manner consistent with the terms, provisions and conditions of the Company's Operating Agreement and the Georgia Limited Liability Company Act. The initial Manager of the Company is Georgia Advanced Technology Ventures, Inc.

ARTICLE VIII

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its member, trustees, officers, or any private person, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinabove, nor shall the Company pay compensation to any person or organization in excess of fair and reasonable sums for salary or services received, nor shall any of the Company's revenues be paid or applied in any manner which would constitute private inurement under Section 501(c)(3) of the Code.

ARTICLE IX

A. To the full extent permitted by Georgia law, no member of the Company shall be liable to the Company for monetary damages for an act or omission in such member's management of the Company. The foregoing elimination of the member's liability to the Company for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a member may be entitled under any other provision of the Articles of Organization of the Company, contract or agreement, vote or otherwise.

B. Any direct or indirect transfer of any membership interest in the Company to a transferee other than a Section 501(c)(3) organization or governmental unit or instrumentality shall be prohibited.

C. The Company's interest in the Company (other than a membership interest), or its assets may only be availed of or transferred to (whether directly or indirectly) any nonmember other than a Section 501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value.

D. Upon dissolution of the Company, all assets remaining after the payment of liabilities shall be distributed exclusively to exempt organizations or for exempt purposes under Section 501(c)(3) of the Internal Revenue Code.

E. The Company shall not distribute any assets to the member if it ceases to be an organization described in Section 501(c)(3) of the Code or governmental unit or instrumentality.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 12th day of April, 2004

SECRETARY OF STATE


Katherine M. Koops, Organizer