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

TECHNOLOGY ENTERPRISE PARK 1, 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.

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

CATHY COX
Secretary of State

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADEN AREA - SOS USE ONLY

DOCKET # ___________________ PENDING # 957923 _______ CONTROL # 0522615

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. 050540292
   LLC Name Reservation Number (if one has been obtained, if articles are being filed without prior reservation, leave this line blank)
   Technology Enterprise Park 1, LLC
   LLC Name (List exactly as it appears in articles)

2. Kelly Yeadon, Powell Goldstein LLP
   404-572-6858
   Name of person filing articles (certificate will be mailed to this person, at address below) Telephone Number
   One Atlantic Center, 1201 W Peachtree Street, 14th Floor
   Address
   Atlanta GA 30309
   City State Zip Code

3. 75 Fifth Street, Suite 320
   Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box)
   Atlanta GA 30308
   City State Zip Code

4. Randy A. Nordin, Esq
   Name of LLC's Registered Agent in Georgia
   400 10th Street, Suite 282
   Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address)
   Atlanta Fulton GA 30318
   City County State Zip Code

5. Name and Address of each organizer (Attach additional sheets if necessary)
   Katherine M. Koops
   1201 W. Peachtree Atlanta GA 30309
   Organizer Address City State Zip Code

   Organizer Address City State Zip Code

6. 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 Organization
   3) Filing fee of $100.00 payable to Secretary of State. Filing fees are NON-refundable.

   ________________ March 24, 2005
   Authorized Signature Date

   Member, Manager, Organizer or Attorney-in-fact (Circle one)

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

FORM 231
ARTICLES OF ORGANIZATION
OF TECHNOLOGY ENTERPRISE PARK 1, 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 TECHNOLOGY ENTERPRISE PARK 1, LLC (hereinafter the "Company").

ARTICLE II

The registered office of the Company is located at 400 10th Street, Suite 282, Atlanta, Georgia 30318, 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 75 Fifth Street, Suite 320, Atlanta, Georgia 30308.

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 24th day of March, 2005.

Katherine M. Koops, Organizer