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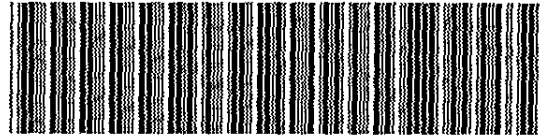
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JOHN H. RAINS III, P.A.
ATTORNEY AT LAW

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(813) 221-2777 • Fax (813) 221-3737 • www.johnrains.com • j rains@johnrains.com

November 4, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Anovastar, L.L.C.

Dear Sir/Madam:

Enclosed is a signed Amended and Restated Articles of Organization of Anovastar, L.L.C., now known as 1 Nation Electronics, L.L.C. Also enclosed is our firm's check in the amount of \$25.00 for the fee associated with the filing of this document.

Sincerely,



Sandra S. Albee
Legal Assistant to
John H. Rains, III

Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ANOVASTAR, L.L.C.
now known as 1 NATION ELECTRONICS, L.L.C.**

1. Name. The former name of this limited liability company, ANOVASTAR, L.L.C., will now be known as 1 NATION ELECTRONICS, L.L.C., a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of the original Articles of Organization with the Florida Department of State, unless these Amended and Restated Articles of Organization or the operating agreement of the Company provide otherwise.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and business that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office is 4027 Tampa Road, Suite 3000, Oldsmar, Florida 34677.
5. Registered Agent and Office. The name of the initial registered agent of the Company is John H. Rains, III. The street address of the initial registered agent of the Company is 501 E. Kennedy Blvd., Suite 750, Tampa, FL 33602.
6. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all the Members of the Company at the time the admission is sought.
7. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the company, the Company may continue to operate as long as there is at least one member.
8. Management of the Company. The management of the Company is reserved to the members. The Company shall initially be managed by its member, Nation Electronics, Inc., located at 4027 Tampa Road, Suite 3000, Oldsmar, FL 34677.

The undersigned executed these Amended and Restated Articles of Organization on the 22nd day of October, 2002.

Member:

1 Nation Electronics, Inc.

By: 

Richard E. McKay, CEO

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**MINUTES OF ANNUAL MEETING OF MEMBERS
OF ANOVASTAR, L.L.C.**

The undersigned, being all of the Members of Anovastar, L.L.C., at its Annual Meeting on Tuesday, October 22, 2002, took the following actions:

RESOLVED, that the motion to approve the terms and conditions of the Confidential Settlement Agreement and Mutual Release between 1 Nation Electronics, Inc., 1 Nation Electronics, L.C. n/k/a Anovastar, L.L.C., Mark A. Terranova, and Terranova Industries, Inc. f/k/a Anovastar Technology, Inc. with an effective date of January 1, 2002 hereby is authorized, ratified, confirmed and approved.

FURTHER RESOLVED, that the motion that Mark A. Terranova be removed as President of Anovastar, L.L.C. hereby is authorized, ratified, confirmed and approved.

FURTHER RESOLVED, that the motion that Michael S. Jaffe be appointed as President of Anovastar, L.L.C. hereby is authorized, ratified, confirmed and approved.

FURTHER RESOLVED, that the motion to appoint a Board of Directors consisting of Michael S. Jaffe, Richard E. McKay, and David B. Key hereby is authorized, ratified, confirmed and approved.

FURTHER RESOLVED, that the motion to change the name Anovastar, L.L.C. to 1 Nation Electronics, L.L.C., hereby is, authorized, ratified, confirmed and approved.

FURTHER RESOLVED, that the motion to approve the Amended and Restated Articles of Organization and Amended Operating Agreement changing Anovastar, L.L.C. to 1 Nation Electronics, L.L.C. hereby is authorized, ratified, confirmed and approved.

FURTHER RESOLVED, that the motion to file with the Secretary of State an Application for Registration of Fictitious Name for 1 Nation Electronics, L.L.C., d/b/a Anovastar through December 31, 2002 hereby is authorized, ratified, confirmed and approved.

No further business is brought.

This 22nd day of October, 2002.

1 Nation Electronics, Inc., Member

By: _____

Title: _____

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SECRETARY

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