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Counsel for Intellectual Property

February 18, 2002

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****125.00 ****125.00

Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

Re: TSE-OKULEN AMERICAS, LLC

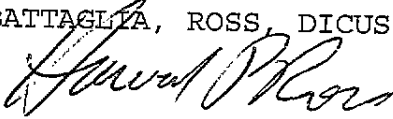
Dear Madam/Sir:

Enclosed please find the original and a copy of Article of Organization for the above-named company. In addition, a check for the sum of \$125.00 is enclosed which represents the requisite filing fee.

Please file the original of the enclosed Articles of Organization and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.


Howard P. Ross, Esq.

Enclosures



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 PM 3:47

W02-5378/L02-5085



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 2002

HOWARD P. ROSS, ESQ.
BATTAGLIA, ROSS, DICUS ET AL.
PO BOX 41100
ST PETERSBURG, FL 33743-1100

SUBJECT: TSE-OKULEN AMERICAS, LLC
Ref. Number: W02000005338

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 PM 3:41

We have received your document for TSE-OKULEN AMERICAS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on February 21, 2002. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 502A00011517

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Larson & Larson, P.A.
Counsel for Intellectual Property

February 27, 2002

Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

Re: TSE-OKULEN AMERICAS, LLC

Dear Madam/Sir:

Pursuant to the your letter, we have amended and are returning herewith the above-referenced Articles of Incorporation.

Please file the original of the enclosed Articles of Organization and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.


April D. Harley
Corporate Paralegal

Enclosures

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DIVISION OF CORPORATIONS
02 FEB 21 PM 3:41

**ARTICLES OF ORGANIZATION
FOR
TSE-OKULEN AMERICAS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

NAME

The name of the Limited Liability Company is: TSE-OKULEN AMERICAS, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 4370 112th Terrace North, Clearwater, FL 33762-4902.

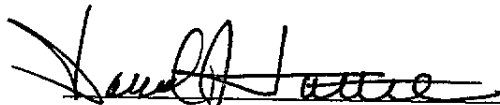
ARTICLE III

INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in the State of Florida are:

DAVID J. TOTTLE
4370 112TH TERRACE NORTH
CLEARWATER, FL 33762-4902

Having been named as registered agent and 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



DAVID J. TOTTLE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V
DURATION

The period of duration for the Limited Liability Company shall be fifty (50) years from the date of filing of the Articles of Organization with the Secretary of State of Florida.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The members reserve the right to admit additional members on the terms and considerations contained in the Operating Agreement.

ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS

The rights of the remaining members of the Limited Liability Company to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership in the Limited Liability Company are contained in the Operating Agreement.

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ARTICLE VIII

PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in and do any lawful act concerning any or all lawful business for which Limited Liability Companies may be organized according to the laws of Florida.

ARTICLE IX

LIABILITIES OF MEMBERS AND MANAGER

Pursuant to Chapter 608, Florida Statutes (2001), neither the members of the Limited Liability Company nor its manager are liable under a judgment, decree, or order of court, or in any other manner, for a debt, obligation, or liability of the Limited Liability Company, except as specifically provided in Chapter 608, Florida Statutes (2001).

ARTICLE X

EMERGENCY REGULATION

The manager may adopt emergency regulations or operating agreements as provided for in the Operating Agreement.

ARTICLE XI

RESTRICTIONS ON TRANSFER

Restrictions on the transfer on any class or series of ownership interest or other Limited Liability Company securities, any preferences, limitations and relative rights of any class or classes of shares or series of shares, if any, shall be as provided in the Operating Agreement.

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ARTICLE XII
EFFECTIVE DATE

The effective date of the existence of this limited liability company is upon filing.

IN WITNESS WHEREOF, the undersigned authorized representatives of each member has hereunto set their hand and seal this 22nd day of January 2002.

(In accordance with section 608.408(3), Florida Statutes (2001), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

TSE INDUSTRIES, INC.,
a Florida corporation

By: _____

ROBERT R. KLINGEL, SR.

Its: PRESIDENT

OTTENSTEINER KUNSTOFF GmbH & Co. KG,
a German corporation

By: _____

ROBERT G. LANGHANS, POA

Its: SALES MANAGER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 PM 3:41