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# FLORIDA/FOREIGN LIMITED LIABILITY CO.

ABR GROUP, LLC

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December 18, 2006

FLORIDA DEPARTMENT OF STATE
Davision of Corporations

STEVEN R. KUTNER, PA

SUBJECT: ABR, GROUP, LLC

REF: W06000054145

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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

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SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

# **ARTICLES OF ORGANIZATION**

#### OF

# ABR GROUP, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

#### **ARTICLE I**

# NAME OF THE LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be ABR GROUP, L

#### ARTICLE II

#### **ADDRESS**

The mailing address and street address of the principal office of the Company shall be 14411 Hampshire Bay Circle, Winter Garden, Florida 34787.

## ARTICLE III

#### PERIOD OF DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Regulations.

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#### ARTICLE IV

#### REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Company is 14411 Hampshire Bay Circle, Winter Garden, Florida 34787, and the name of the initial registered agent at such address is **MOHAMMAD JAFARI WISHKAEI**.

## <u>ARTICLE V</u>

#### **CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A" to the Operating Agreement.

#### **ARTICLE VI**

#### **ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Regulations.

#### ARTICLE VII

## <u>ADMISSION OF NEW MEMBERS</u>

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the majority consent of all the members of the Company holding membership units of ten percent (10%) or greater, and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the

Company holding membership units of ten percent (10%) or greater, other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent,

## **ARTICLE VIII**

# MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority consent of all the members of the Company holding membership units of ten percent (10%) or greater.

# ARTICLE IX

#### **MANAGEMENT**

The Company shall be managed by the members in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law. The name and address of the members of the Company are:

NAME	<u>ADDRESS</u>
MOHAMMAD JAFARI WISHKAEI	14411 Hampshire Bay Circle Winter Garden, Florida 34787
GHYSLAIN LEFEBVRE	14411 Hampshire Bay Circle Winter Garden, Florida 34787
THEODORE F. STEINER	14411 Hampshire Bay Circle Winter Garden, Florida 34787

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization at Orange County, Florida on this 1345 day of December, 2006.

MOHAMMAD JAFARI WASHKAEI

STATE OF FLORIDA

**COUNTY OF ORANGE** 

STEVEN R. KUTNER
MY COMMISSION if DO 354548
EXPIRES: Oxfober 28, 2008
eonole The Nickey Public Listementairs

Steven R. Kutner, Notary Public Printed Name of Notary Commission No. DD354548 My Commission Expires: H060002962063

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE OF ABR GROUP, LLC

Under the provisions of **F.S. 608.415 or 608.507**, **ABR GROUP**, **LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

- The name of the limited liability company is ABR GROUP, LLC
- 2. The name and street address of the registered agent in Florida is:

MOHAMMAD JAFARI WISHKAEI

14411 Hampshire Bay Circle Winter Garden, Florida 34787

The undersigned, being the person named in the Articles of Organization of ABR GROUP, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Date:

December 15<sup>-th</sup>, 2006

MOHAMMAD JAFARI WISHKAEI

Registered Agent