

SENT BY: RUDEN M CLOS

8/4/97 3:00PM

Department of State: # 1

L97000000842

8/04/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:28 PM

((H97000012706 2))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521  
CONTACT: SUSAN OSBORNE  
PHONE: (954)761-2910 FAX #: (954)764-4996

NAME: INTERCOMPANY COMPUTER SOLUTIONS, L.C.  
AUDIT NUMBER.....H97000012706  
DOC TYPE.....LIMITED LIABILITY COMPANY  
CERT. OF STATUS..0 PAGES..... 4  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$337.50  
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
97 AUG -4 AM 7: 51  
TALLAHASSEE FLORIDA

400 8/5/97

897000012706

**ARTICLES OF ORGANIZATION OF  
INTERCOMPANY COMPUTER SOLUTIONS, L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is Intercompany Computer Solutions, L.C.
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business.** The address of its principal place of business is 20220 Boca West Drive, Apartment 1902, Boca Raton, Florida 33434.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Mr. Leo Sheridan, 2243 16th Avenue North, Tampa, Florida 33713.
6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

Andreas Berhmann  
 20220 Boca West Drive  
 Apartment 1902  
 Boca Raton, Florida 33434

Susanne Berhmann  
 20220 Boca West Drive  
 Apartment 1902  
 Boca Raton, Florida 33434

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

Prepared by: Glen A. Stanke, Esq., FL Bar #331848  
 Ruden McCloskey, et al., P. O. Box 1900  
 Fort Lauderdale, Florida 33301  
 (954) 764-6660

FTL123523111

897000012706

FILED  
 97 AUG -4 AM 7: 51  
 TALLAHASSEE, FLORIDA

E97000012706

8. Capitalization. The capital contribution of the Members, having an agreed value totaling \$ 30,000.00, when contributed, shall consist of cash and shall be allocated as follows:

Andreas Berhmann \$15,000.00 (½)      Susanne Berhmann \$15,000.00 (½)

9. Additional Liability of Members. Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.

10. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.

11. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers according to the provisions of an operating agreement to be entered into between the manager(s) and the members of the Company. The name and address of the initial Manager of the Company is as follows:

Kenneth H. Keefe, Esquire  
Ruden, McClosky, Smith, Schuster & Russell, P.A.  
701 Brickell Avenue  
Suite 1900  
Miami, Florida 33131

Dated: 6/29/97

  
Kenneth H. Keefe, Esquire, Manager

Prepared by: Glen A. Stankoe, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

FPL:228333.1

**CONSENT TO APPOINTMENT AND  
ACCEPTANCE OF REGISTERED AGENT FOR  
INTERCOMPANY COMPUTER SOLUTIONS, L.C.**

Having been named Registered Agent and designated to accept service of process for Intercompany Computer Solutions, L.C. at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 30<sup>th</sup> day of June, 1997.

  
Leo Sheridan

FILED  
97 AUG -4 AM 7: 51  
TALLAHASSEE, FLORIDA

Prepared by: Glen A. Stankos, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

897000012706

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**INTERCOMPANY COMPUTER SOLUTIONS, L.C.**

The undersigned Member or authorized representative of a Member of Intercompany Computer Solutions, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total value of the property contributed by the Members is \$ 30,000.00; and
3. The Members have not contributed any property other than cash.

Dated: 6/29/97

  
Kenneth H. Keeffe, Esquire, Manager

FILED  
97 AUG -4 AM 7: 51  
TALLAHASSEE FLORIDA

Prepared by: Glen A. Stankeo, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

FTL1238231.1