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THE UNITED STATES CORPORATION COMPANY

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no property

ACCOUNT NO. : 072100000032  
REFERENCE : 942588 5801A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : August 27, 1998

ORDER TIME : 11:38 AM

ORDER NO. : 942588-005

CUSTOMER NO: 5801A

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CUSTOMER: Mary Vlasak-snell, Esq  
PAVESE GARNER HAVERFIELD  
DALTON HARRISON & JENSEN

1833 Hendry Street  
Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME: PDAMART, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

Name Availability	<i>MSB</i>
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 27, 1998

CSC CORPORATION COMPANY  
TAMARA ODOM

SUBJECT: PDAMART, L.L.C.  
Ref. Number: W98000019668

**RESUBMIT**  
Please give original  
submission date as file date.

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We have received your document for PDAMART, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

The affidavit must state whether any property has been contributed. If no property has been contributed put "none" or "zero", if property has been contributed state that and give a description of the property.,

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 698A00044429

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## ARTICLES OF ORGANIZATION OF pdamart, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I

#### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be pdamart, L.L.C., and its principal office shall be located at 1833 Hendry Street, in the City of Fort Myers, County of Lee, State of Florida, 33901, and the mailing address is the same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### ARTICLE II

#### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE III**

There shall be two initial members of this limited liability company, whose names and addresses are as follows:

A. Richard Sloane  
 c/o Softmart Legal Department  
 450 Acorn Lane  
 Downington, PA 19335

Carolyn Sloane  
 c/o Softmart Legal Department  
 450 Acorn Lane  
 Downington, PA 19335

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**ARTICLE IV**

**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE V**

**MANAGEMENT**

The limited liability company is to be managed by a manager, whose name and address is as follows:

A. Richard Sloane  
c/o Softmart Legal Department  
450 Acorn Lane  
Downington, PA 19335

**ARTICLE VI**

**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred and 00/100 Dollars (\$500.00) cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VIII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid as agreed upon by members.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE IX

DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is MARY VLASAK SNELL.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of pdamart, l.l.c.

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Executed by the undersigned at Downstown, on the 25th day of August, 1998.

[Signature]  
A. RICHARD SLOANE  
[Signature]  
CAROLYN SLOANE

STATE OF Penn.  
COUNTY OF Chester

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared A. RICHARD SLOANE, who is known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 1998.

[Signature]  
Notary Public, State of Penn.

My Commission number is:  
My Commission expires:

Notarial Seal  
Cecilia M. Costigan, Notary Public  
Downtown Boro, Chester County  
My Commission Expires Aug. 13, 2001  
Member, Pennsylvania Association of Notaries

STATE OF Penn.  
COUNTY OF Chester

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared CAROLYN SLOANE, who is known to me to be the person who made and subscribed to the foregoing Articles of Organization, and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 1998.

[Signature]  
Notary Public, State of Penn.

My Commission number is:  
My Commission expires:

Notarial Seal  
Cecilia M. Costigan, Notary Public  
Downtown Boro, Chester County  
My Commission Expires Aug. 13, 2001  
Member, Pennsylvania Association of Notaries

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

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STATE OF FLORIDA     )  
                                  )  
COUNTY OF LEE        )

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is pdamart, l.l.c.

The name of the registered agent for pdamart, l.l.c. is MARY VLASAK SNELL, and the street address of the company's principal office where the agent is located is 1833 Hendry Street, Fort Myers, Lee County, Florida 33901.

This statement is to acknowledge that, as indicated above, pdamart, l.l.c. has appointed me, MARY VLASAK SNELL, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: This 25<sup>th</sup> day of August, 1998.

*Mary Vlasak Snell*  
\_\_\_\_\_  
MARY VLASAK SNELL, Registered Agent

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1998, by MARY VLASAK SNELL, agent on behalf of pdamart, l.l.c., a limited liability company and is personally known to me or has produced \_\_\_\_\_ as identification.

*Michele L. Alaniz*  
\_\_\_\_\_  
Michele L. Alaniz, Notary Public  
My Commission Number is:  
My Commission Expires:





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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF Penn )  
COUNTY OF Chester )

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of pdamart, I.L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$500.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$500.00. This total includes the amounts from above.
4. If any, the agreed value of property other than cash contributed by member(s) is NONE.

*A. Richard Sloane*  
A. RICHARD SLOANE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August 1998, by A. RICHARD SLOANE, who is personally known to me or has produced \_\_\_\_\_ as identification.

*Cecilia M. Costigan*  
\_\_\_\_\_, Notary Public

My Commission Number is:  
My Commission Expires:

Notarial Seal  
Cecilia M. Costigan, Notary Public  
Downtown Boro, Chester County  
My Commission Expires Aug. 13, 2001  
Member, Pennsylvania Association of Notaries

NOTARY PUBLIC  
A. G. LEVONIGQA