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FROM: BUTZEL LONG  
105147001567

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CONTACT: KERA J DRAETTA

PHONE: (561) 368-2151

(561) 368-4668

FAX #:

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NAME: R/V EXPLOER EQUIPMENT L.L.C.

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ARTICLES OF ORGANIZATION  
OF  
RV EXPLORER EQUIPMENT L.L.C.

The undersigned, acting as organizers of RV EXPLORER EQUIPMENT L.L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I  
NAME

The name of the limited liability company shall be RV EXPLORER EQUIPMENT L.L.C., (the "LLC").

ARTICLE II  
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC'S Operating Agreement.

ARTICLE III  
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV  
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business and mailing address in this State of the LLC shall be 14104 Skye Terrace, Delray Beach, Florida 33446. The name and address of the LLC's initial registered agent shall be Robert L. Cole, located at 14104 Skye Terrace, Delray Beach, Florida 33446.

Prepare by: John J. Ryamond, Jr.  
BUTZEL LONG, P.C.  
1200 North Federal Highway  
Suite 411  
Boca Raton, FL 33432  
(561) 368-2151  
Bar # 194162

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**ARTICLE V**  
**MEMBERS AND CONTRIBUTIONS**

The following are the members of the LLC:

- Robert L. Cole
- Richard P. Kughn
- Fernando J. Mesquida
- David R. MacKenzie
- Nelson Santos

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the LLC upon the majority consent of all members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member, in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

**ARTICLE VII**  
**DISSOLUTION, CONTINUATION**

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

**ARTICLE VIII**  
**MANAGEMENT**

The LLC is to be managed by a Manager or Managers. The name and address of the initial Managers of the LLC who shall serve as Managers until successors are elected and qualified are:

1. Robert L. Cole, 14104 Skye Terrace, Delray Beach, Florida 33446.
2. Richard P. Kughn, 22482 Orchard Lake Road, Farmington, Michigan 48336.
3. Fernando J. Mesquida, Calle el Colegio Centro Empresarial Arn of #6, Porlamar, Isle de Margarita, Venezuela.
4. David R. MacKenzie, 4025 SW 15th Street E-205, Pompano Beach, Florida 33069
5. Nelson Santos, EDF 3H Piso 2 of #21, Boulevard Sabana Grande, Caracas, Venezuela.

The Manager may be removed and replaced by the members, as provided in the

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Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

**ARTICLE IX  
ADDITIONAL PROVISIONS**

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 23 day of October, 1998.

By: Robert L. Cole  
Robert L. Cole, Organizer

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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representatives of a member of R/V EXPLORER EQUIPMENT L.L.C. depose and say:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$100.
3. If any, the agreed value of real property other than cash contributed by member(s) is \$ 0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 100,000. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

*Robert L. Cole*  
\_\_\_\_\_  
Robert L. Cole, Manager

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STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF                    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Robert L. Cole, to me known to be the person described in and who executed the foregoing Articles of Organization of R/V EXPLORER EQUIPMENT L.L.C., and he acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 23 day of October, 1998.

*Shirley B. Ashway*  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That R/V EXPLORER EQUIPMENT L.L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 14104 Skye Terrace, Delray Beach, Florida 33446 has named Robert L. Cole, located at 14104 Skye Terrace, Delray Beach, Florida 33446 as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 10/23/98

Robert L. Cole  
Robert L. Cole

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