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Division of Corporations

EMPIRE CORP

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Fax Number : (850)922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)541-3694  
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LIMITED LIABILITY COMPANY

ABICOM, L.C.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 20 PM 5:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
ABICOM, L.C.

The undersigned, for the purposes of forming a Limited Liability Company for profit pursuant to the laws of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Organization.

## ARTICLE I

## NAME

The name of the Limited Liability Company shall be:

ABICOM, L.C.

## ARTICLE II

## TERM OF EXISTENCE

This Company shall exist for a period of thirty (30) years from the date of filing of these Articles of Organization with the Secretary of State, State of Florida, unless dissolved by due process of law or the happening of an event described in Article VIII of these Articles of Organization.

## ARTICLE III

## PURPOSE

This Limited Liability Company is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Paul H. Freeman, Esq.  
1840 West 49th Street  
Suite 410  
Hialeah, Florida 33012  
Florida Bar: 161840  
305-670-5999

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FEDERAL BUREAU OF INVESTIGATION  
DIVISION OF ORGANIZATIONS  
00 JAN 20 PM 5:00

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## ARTICLE IV

## PLACE OF BUSINESS - REGISTERED AGENT

The initial address of the place of business of the Limited Liability Company is:

801 Brickell Avenue  
9th Floor  
Miami, Florida 33131

The name and address of the initial registered office and the registered agent of this Limited Liability Company in the State of Florida shall be:

PAUL H. FREEMAN  
Suite 410  
1840 West 49th Street  
Hialeah, Florida 33012

00 JAN 20 PM 5:00  
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SECRETARY  
OF  
FLORIDA

## ARTICLE V

## CONTRIBUTIONS

The total amount of cash to be contributed to the Company by the Members is One Thousand (\$1,000.00) Dollars. No other cash or property has been agreed to be contributed by the Members.

## ARTICLE VI

## ADDITIONAL CONTRIBUTIONS

No additional contributions to the Capital of the Company have been agreed to be made by the Members of the Company.

## ARTICLE VII

## ADDITIONAL MEMBERS

Additional members may be admitted to the Company, upon the approval by a seventy five (75%) percent majority of the members of the Company of the terms of membership and the amount of the capital contribution of the new members.

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## ARTICLE VIII

## DISSOLUTION AND CONTINUANCE

The Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member. The Company, upon the approval of all of the members, shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

## ARTICLE IX

## MANAGERS

The Company, and the business of the Company is to be managed by a manager or managers, with the number of such managers to be set annually be the members of the limited liability company. The number of managers shall initially be set at two (2) person, but may vary provided that the number of managers shall be no less than two (2) person and no more than four (4) persons. The names and addresses of the persons who are to serve as the managers of the Company until the first annual meeting of members or until successors are duly elected and qualified is:

ANDREW B. STRAUS  
289 Highland Avenue  
Somerville, MA 02144

ENRIQUE BUENO  
P. O. Box 648  
Montpelier, Vermont 05602

00 JAN 20 PM 5:00

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLE IX  
EFFECTIVE DATE

The Company shall be effective from and after the date it is filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 20<sup>th</sup> day of January, 2000.

Andrew Straus  
ANDREW B. STRAUS

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

EXECUTION OF the foregoing instrument was acknowledged before me this 20<sup>th</sup> day of January, 2000, by ANDREW B. STRAUS, a manager of ABICOM, L.C., who is personally known to me or who has produced sufficient evidence of identification (described below) and who did not take an oath.

Description of identification produced: Drivers License - Vermont

Virginia Yondolino  
NOTARY PUBLIC - SIGNATURE ABOVE

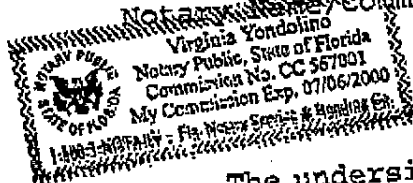
(Affix Notary Seal)

NOTARY NAME: \_\_\_\_\_

COMMISSION NO.: \_\_\_\_\_

COMMISSION EXP. DATE: \_\_\_\_\_

Commission No./Exp. Date - type or printed



The undersigned hereby accepts designation as Registered Agent of ABICOM, L.C., a Florida Limited Liability Company.

Paul H. Freeman  
PAUL H. FREEMAN, ESQ.

00 JAN 20 PM 5:00  
EMPIRE CORPORATION

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