

Law Office of  
**JAMES M. NICHOLAS, P.A.**

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Board Certified in Business Litigation  
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**DANIEL S. LIEBOWITZ**  
**GEORGE A. WILTSHIRE**

March 8, 2000

**DIVISION OF CORPORATIONS**

Post Office Box 6327  
Tallahassee, Florida 32314

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**RE: ARTICLES OF ORGANIZATION FOR MOTOMACHINE L.C.**

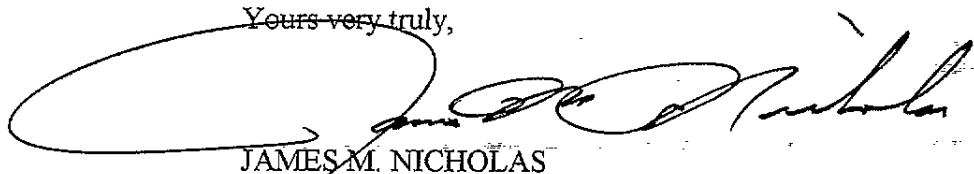
Dear Sir or Madam:

Enclosed please find for filing the Articles of Organization, pursuant to Florida Statutes, Chapter 608, accompanied with the Designation of Registered Agent, on behalf of the proposed limited liability company, Motomachine L.C.

I have also enclosed herein my firm's check in the amount of \$130.00 (\$100.00 filing fees; \$25.00 registered agent designation; \$5.00 Certificate of Status). Please furnish me with a Certificate of Status for my records.

Thank you for your assistance in this matter. In the meantime, should you have any questions, please feel free to call me.

Yours very truly,



**JAMES M. NICHOLAS**

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**  
**MOTOMACHINE, 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**

The name of this Limited Liability Company shall be MOTOMACHINE, L.L.C., and its principal office shall be located at 6927 Vickie Circle, Unit D, West Melbourne, FL 32904, in the County of Brevard, State of Florida, 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 - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company are:

**MOTOMACHINE, L.L.C.  
6927 Vickie Circle  
Unit D  
West Melbourne, FL 32904**

Additionally, the limited liability company, MOTOMACHINE, L.L.C., shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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### **ARTICLE III – 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 for 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.
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

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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 in 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 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**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Michael J. Robinson  
1079 Hooper Ave., N.E.  
Palm Bay, FL 32905

Randall C. Gloyd  
1079 Hooper Ave., N.E.  
Palm Bay, FL 32905

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## **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 the two members identified in Article V herein.

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 member or members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VII – CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$82.40 cash shall be paid to the limited liability company by the members identified in Article V above 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 identified in Article V above shall be entitled to an equal one-half distributive share of the profits unless the members unanimously agree otherwise.

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(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, in equal shares by the members, unless the members unanimously agree otherwise as to the percentage of losses to be borne by each member. In that event, the percentages established by the unanimous agreement of the members will control.

#### **ARTICLE IX - DURATION**

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

#### **ARTICLE X - REGISTERED AGENT**

The name and street address of the initial registered agent are:

James M. Nicholas, P.A.  
1815 South Patrick Drive  
Melbourne, FL 32937  
(321) 773-2888

The name of the limited liability company's initial registered agent at that address is James M. Nicholas, Esquire, (321)-773-2888.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MOTOMACHINE, L.L.C.

DATED: 3/13/00

DATED: 3/13/00

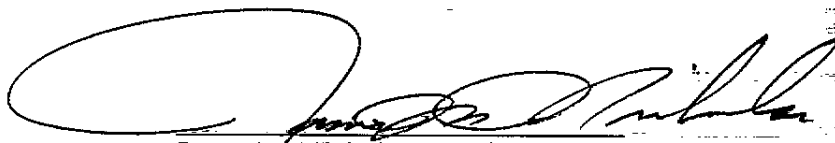
  
Michael J. Robinson, Member

  
Randall C. Gloyd, Member

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**DESIGNATION OF REGISTERED AGENT**

I **HEREBY ACCEPT** the designation, duties and responsibilities as **REGISTERED AGENT** of MOTOMACHINE, L.L.C., and agree to comply with the provisions of Florida Statutes.



James M. Nicholas, Esquire  
James M. Nicholas, P.A.  
1815 South Patrick Drive  
Melbourne, FL 32937

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES M. NICHOLAS, to me known to be described as **REGISTERED AGENT** for MOTOMACHINE, L.L.C., and who executed the foregoing designation as **REGISTERED AGENT**, and acknowledged before me that he subscribed to such designation as **REGISTERED AGENT**.

**WITNESS** my hand and official seal in the County and State named above, this 8th day of March, 2000.

  
NOTARY PUBLIC

State of Florida at Large

My commission expires: \_\_\_\_\_



Robin Carmichael  
MY COMMISSION # CC907359 EXPIRES  
February 5, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.