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July 12, 2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314
(850) 488-9000

RE: CANII Technologies, LLC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Regulations, Articles of Organization, Certificate of Designation of Registered Agent, and Affidavit for the above-named corporation along with a check for \$155.00, which includes the \$100.00 filing fee, \$30.00 certification fee, and the \$25.00 Designated Agent fee. Please file the original documents, certify the copies, and return the certified copies to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

Marjorie K. Harris

Marjorie K. Harris, Legal Assistant to:
Monica L. Cothran, Esq.

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TALLAHASSEE, FLORIDA

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Enclosures: As stated

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ARTICLES OF ORGANIZATION
for
CANII Technologies, LLC

THE UNDERSIGNED, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name**. The name of this company shall be **CANII Technologies, LLC**
2. **Duration/Continuation**. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other even which terminates the continued Membership of a Member, unless the business of the company is continued by the consent of all the remaining Members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **The mailing address is:** **3721 Mariner Drive, Panama City, FL. 32408**, and the street address is the same as the mailing address.
4. **Registered Agent and Office**. The name and street address of the initial registered agent and office for this company is as follows:

MICHAEL J. SMITH
3721 MARINER DRIVE
PANAMA CITY BEACH, FL. 32408

5. **Admission of Additional Members**; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

6. **Right to Continue Business**. The remaining Members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the occurrence of any other event which terminates the continued Membership of a Member in the company.

7. **Management of Company**. Management of the company is reserved to the Members. The names and addresses of the Managerial Members are:

Michael J. Smith
3721 Mariner Drive
Panama City, FL 32408

Sylvia M. Smith
3721 Mariner Drive
Panama City Beach, FL 32408

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8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provision consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

9. **Regulations of the Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Managers of the company by any amendments of the Articles of Organization. Regulations adopted by the Member or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amend or repealed by the Managers.

10. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

11. **Contracting Debt.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Managers or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contribution to which that Member otherwise would be entitled.

13. **Withdrawal or Reduction of Member's Contributions to Capital.**

A Member shall not receive out of the Company property any part of his or its contribution to capital until:


a. All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them.

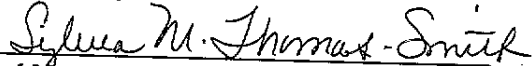
b. The consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded.

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c. These Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals this 19th day of June, 2000.

BY: 
Printed Name: MICHAEL J. SMITH
Date: 6/19/00

BY: 
Printed Name: SYLVIA M. SMITH
Date: 6/19/00

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **CANH Technologies, LLC.**
2. The name and address of the Registered Agent and office is:

**Michael J. Smith
3721 Mariner Drive
Panama City, FL 32408**

Having been named as Registered Agent and to accept Service of Process for the above
stated limited liability company at the place designated in this certificate, I hereby accept the
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 obligation so my position as registered agent.

Signature



Date

6/19/00

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