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GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG  
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350 FIFTH AVENUE SOUTH  
NAPLES, FLORIDA 34102

BY APPOINTMENT ONLY

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TEL/FAX (941) 434-9071

October 31, 2000

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Secretary of State  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: U-FE-TECH, L.L.C.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

Gudrun M. Nickel

GMN/hs  
Enc.

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TALLAHASSEE, FLORIDA

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ATTORNEY AT LAW

**ARTICLES OF ORGANIZATION  
OF  
U-FE-TECH, L.L.C.**

**ARTICLE I  
NAME**

The name of this Limited Liability Company (also referred to as "Company") is **U-FE-TECH, L.L.C.**

**ARTICLE II  
ADDRESS**

The street address of U-FE-TECH, L.L.C. is c/o Dobcak, 340 Marquesas Court, Marco Island, Florida 34145; the mailing address of U-FE-TECH, L.L.C. is 340 Marquesas Court, Marco Island, Florida 34145.

**ARTICLE III  
PURPOSE**

This Limited Liability Company is created for the purpose of real estate investment, and in such other business as may be agreed on by the members.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this Limited Liability Company shall be 340 Marquesas Court, Marco Island, Florida 34145, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Ronald J. Walther, at the following address:

3777 Tamiami Trail N.  
Suite 200  
Naples, Florida 34103

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of \$100,000, which will be contributed by the members in the following amounts:

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TALLAHASSEE FLORIDA

	%		
1) Gyula Ujvary	80	\$	80,000
2) Paul-Werner Federhen	20	\$	20,000

No member shall be entitled to receive interest on his contribution to capital.

Calls for additional contributions may be made by the Limited Liability Company ("Company"), and shall be paid in the same percentages as above set forth.

## ARTICLE VI MANAGEMENT OF BUSINESS

The day-to-day activities of the Limited Liability Company shall be managed by either member. Each member shall be authorized to act on behalf of the Limited Liability Company. The members shall have rights in the general management or conduct of the Limited Liability Company in accordance with their respective percentage interest.

The members' names and addresses are as follows:

Gyula Ujvary	Rummelstraße 59 67685 Weilerbach, Germany
Paul-Werner Federhen	Neustraße 7 55437 Ockenheim, Germany

Decisions shall be by majority vote, each member having a vote proportionate to his interest in the Company.

## ARTICLE VII PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

## ARTICLE VIII MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the Company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

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**ARTICLE IX  
TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

**ARTICLE X  
PROFITS AND LOSSES**

Profits and losses generated by the business of this Company shall be paid only after the repayment of any Company debt, and shall be passed through to the members in their proportionate share pursuant to Article V above.

**ARTICLE XI  
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company may remain in existence and continue in business pursuant to the applicable provisions of the Regulations and pursuant to Article XII below.

**ARTICLE XII  
DISSOLUTION, WINDING UP, LIQUIDATION**

The Limited Liability Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the Company:

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;
3. Unanimous written consent of the members.

The remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the Company.

If the remaining members elect to continue the Company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events enumerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed

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to him by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the Company. If any member withdraws from the Company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Liability Company, if the Company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

### ARTICLE XIII AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Secretary of State. All members of the Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of  
Organization on \_\_\_\_\_, 2000.

Gyula Ujvary  
Gyula Ujvary

Paul-Werner Federhen  
Paul-Werner Federhen

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 16<sup>th</sup> day of October  
2000, by PAUL-WERNER FEDERHEN by me personally known (or who produced  
Passport as identification), who stated under oath that he is the  
person described in and who executed said instrument for the purposes therein expressed.



Tracey L. Morris  
My Commission CC799484  
Expires December 27, 2002

Tracey L. Morris  
Notary Public

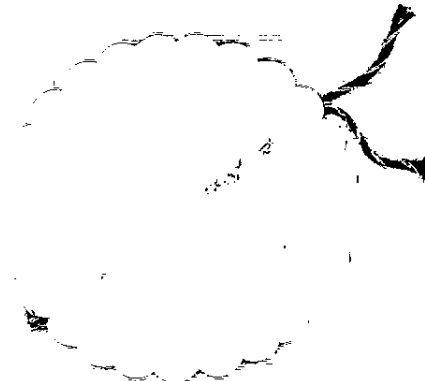
Tracey L. Morris  
Type or Print Notary Name,

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TALLAHASSEE, FLORIDA  
STATE

Expiration Date and Commission No. 1758/2000

STATE OF Germany  
COUNTY OF Rheinland-Pfalz

The foregoing instrument was subscribed to before me this 24<sup>th</sup> day of October, by  
GYULA UJVARY, ~~by not personally known~~ (or who produced Passport as  
identification), who stated under oath that he is the person described in and who executed said  
instrument for the purposes therein expressed.



  
Notary Public

Eva Wenz, Notarvertreterin

Type or Print Notary Name,

Expiration Date and Commission No.

Notar Dr. Michael Wenz,  
Riesenstraße 2  
67655 Kaiserslautern/Germany

Vertreterin: Eva Wenz, Notarassessorin

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TALLAHASSEE FLORIDA

U-FE-TECH, L.L.C.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in these Articles of Organization, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

BY: Ronald J. Walther  
RONALD J. WALTHER

Date: 11/1/00

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA