



THE UNITED STATES
CORPORATION
COMPANY

L000000516109

ACCOUNT NO. : 072100000032

REFERENCE : 940780 7234605

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 125.00

ORDER DATE : December 21, 2000

ORDER TIME : 8:50 AM

ORDER NO. : 940780-005

CUSTOMER NO: 7234605

CUSTOMER: Mr. Donald L. Harley
Mr. Donald L. Harley

100003514121--B

14050 Vanguard Way

Odessa, FL 33556

DOMESTIC FILING

NAME: HARLEY MACHINE TOOLS LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

JB
12-27-00

RECEIVED
00 DEC 27 AM 10:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 DEC 27 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

HARLEY MACHINE TOOLS LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 14050 VANGUARD WAY, WYNDAM LAKES, ODESSA, FLORIDA 33556.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 14050 Vanguard Way, Wyndam Lakes, Odessa, Florida, 33556 and the name of the initial registered agent of the corporation at that address is Donald L. Harley.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Members: DONALD L. HARLEY
14050 VANGUARD WAY
WYNDAM LAKES
ODESSA, FLORIDA 33556

ELEONORE H. HARLEY
14050 VANGUARD WAY
WYNDAM LAKES
ODESSA, FLORIDA 33556

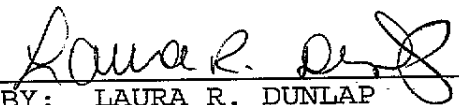
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned authorized representative of a member of
HARLEY MACHINE TOOLS LLC hereby executes these articles of
organization on this 27th Day of December 2000.

CORPORATION SERVICE COMPANY


BY: LAURA R. DUNLAP
as its agent as authorized
representative of
HARLEY MACHINE TOOLS LLC

njh

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT DESIGNATEDIN ARTICLES OF ORGANIZATION

DONALD L. HARLEY, an individual residing in this state, having a business office identical with the registered office of the Limited Liability Company named below, and having been designated as the registered agent in the above and foregoing Articles of Organization of: HARLEY MACHINE TOOLS LLC, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

By:


DONALD L. HARLEYAPPROVED
AND
FILED

00 DEC 27 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of HARLEY MACHINE TOOLS LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
day of , 2000.

Randal C. Papai
WITNESS

RANDAL C. PAPAI
TYPED OR PRINTED NAME

Jennifer L. Ciangi
WITNESS

Jennifer L. Ciangi
TYPED OR PRINTED NAME

Donald L. Harley
SIGNATURE

DONALD L. HARLEY
TYPED OR PRINTED NAME

njh

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