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W. Douglas Harris  
Attorney-at-Law

1032

January 3, 2001

00789-01122-00671

MJH

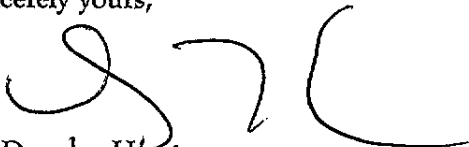
Registration Section  
Div. of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Dear Sir:

Enclosed please find the articles of incorporation for AUS Manufacturing Company, LLC and a check for \$155.00 for filing fees. Please record and return to my office.  
\$160.00

If you should have any further questions please do not hesitate to call.

Sincerely yours,



W. Douglas Harris

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enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 8, 2001

W. DOUGLAS HARRIS  
2 DAVID ST. E  
FORT WALTON BCH, FL 32547

SUBJECT: AUS MANUFACTURING COMPANY, LLC  
Ref. Number: W01000000486

We have received your document for AUS MANUFACTURING COMPANY, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 401A00000957

## **ARTICLES OF INCORPORATION AUS MANUFACTURING COMPANY, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under 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 AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be AUS Manufacturing Company, LLC, and its principal office and mailing address shall be located at 704 Highway 90 West in the City of Bonifay, County of Holmes, 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**

#### **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, goodwill, 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 of any domestic or foreign state, government, or governmental authority, or of any political or administrative

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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 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 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 III**

#### **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 IV**  
**MANAGEMENT**

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

James L. Rich  
P. O. Box 156  
Bonifay, FL 32425

Dr. M.N. Mansour  
26 Water Lily Way  
Coto de Caza, CA 92679

Donald B. Titus  
27330 Cloverly Drive  
Mission Viejo, CA 92692

**ARTICLE V**  
**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 all members.

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

**ARTICLE VI**  
**DURATION**

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

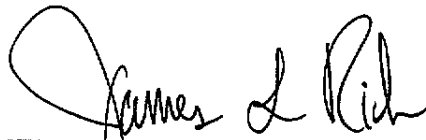
## ARTICLE VII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 704 Highway 90 West, City of Bonifay, County of Holmes, State of Florida, and the name of the company's initial registered agent at that address is James L. Rich.

The undersigned, being the original member of AUS Manufacturing Company, LLC, certifies that this instrument constitutes the proposed Articles of Organization of AUS Manufacturing Company, LLC.

Executed by the undersigned at Bonifay, FL, on January 3, 2001.

  
\_\_\_\_\_  
James L. Rich, member

State of Florida  
County of Holmes

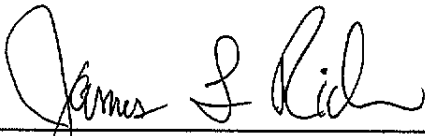
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is AUS Manufacturing Company, LLC.

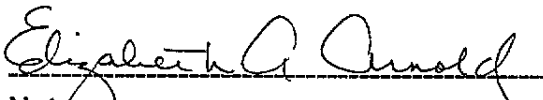
The name of the registered agent for AUS Manufacturing Company, LLC is James L. Rich and the street address of the company's principle office where the agent is located is 704 Highway 90 West, Bonifay, FL 32425.

This statement is to acknowledge that, as indicated above, AUS Manufacturing Company, LLC has appointed James L. Rich, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 obligations of my position as registered agent.

Dated this 3 day of January, 2001.

  
James L. Rich

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of January, 2001 by James L. Rich, agent on behalf of AUS Manufacturing Company, LLC, as limited liability company. He is personally know to me ~~or has produced~~ \_\_\_\_\_ as identification.

  
Notary

