

L010000005320

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000034685 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : FELDMAN & ROBACK
Account Number : I20000000106
Phone : (941) 758-8888
Fax Number : (941) 751-5556

LIMITED LIABILITY COMPANY

Coby America, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

FILED

01 APR -5 AM 7:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL

RECEIVED

01 APR -5 PM 4:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No:
H01000034685 7

ARTICLES OF ORGANIZATION
of
COBY AMERICA, LLC

These Articles of Organization are adopted for the purpose of forming a limited liability company under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME AND ADDRESS

The name of the company is Coby America, LLC.

The street address of the principal office of the company is 3908 26th Street West, Bradenton, Florida 34205, and its mailing address is the same.

ARTICLE TWO: COMMENCEMENT AND DURATION

The company shall commence its existence upon the filing of these Articles of Organization with the Florida Department of State and it shall exist perpetually thereafter.

ARTICLE THREE: REGISTERED OFFICE AND AGENT

The initial registered agent of the company is Marc H. Feldman, whose business office is the same as the registered office of the company, that being 3908 26th Street West, Bradenton, Florida 34205.

Fax Audit No:
H01000034685 7

FILED
01 APR -5 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No:
H01000034685 7

ARTICLE FOUR: ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except upon the affirmative unanimous vote of all the members of the company, on such terms and conditions as shall be agreed to by all the members.

ARTICLE FIVE: CONTINUATION OF BUSINESS

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

ARTICLE SIX: MANAGEMENT

The company shall be managed by one manager who shall be elected annually by majority vote of the membership interests. Any manager may be recalled by the same such vote of the members, provided a new manager is thereupon simultaneously elected. The regulations of the company may set forth further consistent provisions regarding the election of managers and their responsibilities as managers. The name and address of the first manager of the company is Michael Connolly, 3 Woodlands, Rathfarnham Castle, Dublin 14, Ireland.

ARTICLE SEVEN: REGULATIONS

Regulations of the company may be adopted, altered, amended, or repealed only upon the affirmative vote of not less than two-thirds of the membership interests.

Fax Audit No:
H01000034685 7

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR -5 AM 7:58

FILED

Fax Audit No:
H01000034685 7


ARTICLE EIGHT: MEMBERSHIP VOTING

Unless otherwise specified in these Articles of Organization, the regulations of the company, or elsewhere, in any and all matters requiring a vote of the members or of the membership interests, each member shall be entitled to a number of votes equal to that member's percentage interest in the company, such that the total number of votes shall always equal one hundred, which shall be proportionately allocated among the members based upon their respective percentage membership interests in the company.

ARTICLE NINE: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only upon the affirmative unanimous vote of all the members of the company, and not otherwise.

In Witness Whereof, these Articles of Organization are executed on 5 April 2001 by Marc H. Feldman, as authorized agent for the initial members of the company.



Marc H. Feldman

Fax Audit No:
H01000034685 7

FILED
01 APR -5 AM 7:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Fax Audit No:
H01000034685 7

FILED

01 APR -5 AM 7:58

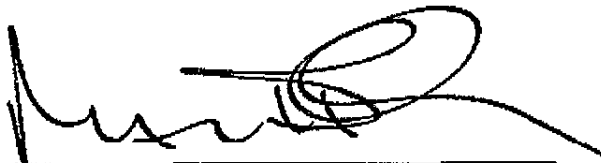
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, am a resident of the State of Florida and hereby accept my appointment as registered agent for Coby America, LLC, a Florida limited liability company. I will maintain the registered office of the company in Manatee County, Florida, at my business office, which is 3908 26th Street West, Bradenton, Florida 34205.

I am familiar with and accept the obligations imposed upon me as registered agent under Florida Law.

Dated: 5 April 2001.



Marc H. Feldman

Fax Audit No:
H01000034685 7