Indian Harbour Beach, FL 32937 (321) 779-0034 Tel (321) 779-9925 Fax e-mail: lynnpricepa@cs.com

www.lynnpricepa.com

TRANSMITTAL LETTER

Department of State Divisions of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE:

TWIN RIVERS RESEARCH, LLC

A limited liability company

Dear Madam/Sir:

500004011665--4 -04/17/01--01007--006 ****155.00 ****155.00

Enclosed is an original and one copy of the Articles of Organization and a check for \$155.00, to cover the filing fee, designation of registered agent fee, and certified copy.

A self-addressed, stamped envelope is enclosed for your convenience in returning a certified copy of the Articles of Organization to this office.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

LYNN R. PRICE

LRP/ss Enclosures

cc: Mr. Glenn A. DeJong

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION OF

TWIN RIVERS RESEARCH, LLC

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of 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 in accordance with Chapter 608, Florida Statutes.

ITEM 1. NAME AND PRINCIPAL PLACE OF BUSINESS. The name of the limited liability company shall be TWIN RIVERS RESEARCH, LLC, and its principal office shall be located at 9770 S. Tropical Trail, in the City of Merritt Island, County of Brevard, State of Florida 32952, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ITEM 2. GENERAL NATURE OF BUSINESS.

2.01 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, good will, rights, assets, and liabilities to 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 subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 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 acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform 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.

ITEM 3. 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.

ITEM 4. MANAGEMENT.

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

GLENN A. DeJONG

9770 S. Tropical Trail Merritt Island, FL 32952

ITEM 5. MEMBERSHIP RESTRICTIONS.

- (1) Members shall have the right to admit new members by unanimous contributions required of new members shall be determined as of the time of admission to the limited liability company.
- (2) A member's interest in the limited liability company may not be sole or otherwise transferred except with unanimous written consent of all members.
- (3) 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.

ITEM 6. PROFITS AND LOSSES.

6.01 PROFIT SHARING

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The

distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

6.02 LOSSES

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ITEM 7. 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.

ITEM 8. <u>INITIAL REGISTERED OFFICE AND REGISTERED AGENT</u>.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the limited liability company in the State of Florida is 1901 HIGHWAY A1A, SUITE 2, INDIAN HARBOUR BEACH, FLORIDA 32937 and the initial Registered Agent is LYNN R. PRICE, ESQUIRE.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of TWIN RIVERS RESEARCH, LLC, and constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of April, 2001.

GLENN A. DeJONG, Member

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this 12 day of April, 2001, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared GLENN A. DeJONG and provided: PLDRIVERS LIC# D252-281-53-404-D as identification, to me known to be the person described as the subscriber herein and who executed the foregoing Articles of Organization, and said subscriber acknowledged before me that the same were executed for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 12 days

April, 2001.

SHERRI LYNNE SELING
Notary Public - State of Florida
My Commission Expires Mar 27, 2003
Commissic , # CC 804397

NOTARY PUBLICY
Printed Name
MY COMMISSION EXPIRES:
COMMISSION NUMBER:

FLORIDA

DEPARTMENT OF STATE DIVISION OF CORPORATION

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 608.415, Florida Statutes, 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 TWIN RIVERS RESEARCH, LLC.
- 2. The name of the registered agent for TWIN RIVERS RESEARCH, LLC, is LYNN R. PRICE, ESQUIRE, and the street address of the company's principal office where the agent is located is 1901 HIGHWAY A1A, SUITE 2, INDIAN HARBOUR BEACH, FLORIDA 32937.
- 3. This statement is to acknowledge that, as indicated above, **TWIN RIVERS RESEARCH, LLC**, has appointed me, **LYNN R. PRICE, ESQUIRE**, 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.

SUBMITTED this 12 day of April, 2001. Lynn P. Price	
LYNN R. PRICE, ESQUIRE	_

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this <u>\frac{12}</u> day of April, 2001, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared LYNN R. PRICE, ESQUIRE, on behalf of TWIN RIVERS RESEARCH, LLC, a limited liability company. She is personally known to me known to be the person described herein.

WITNESS my hand and official seal in the County and State named above, this 127 sday of April, 2001.

Printed Name
MY COMMISSION EXPIRES:
COMMISSION NUMBER:

NOTARY PUBLIC(

SHERRI LYNNE SELING
Notary Public - State of Florida
My Commission Expires Mar 27, 2003
Commissic . # CC 804397