

CT CORPORATION SYSTEM

CORPORATION(S) NAME

LD10000006802

ScanSafe, LLC

800004104488--6
-05/02/01--01002--003
****125.00 ****125.00

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|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY - 1 AM 8:44

APPROVED
AND
FILED

Name 5/1/01
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

Order#: 423132

Ref#:

Amount: \$

NOT RECORDED
TO AGENCY FILE
SUFFICIENCY OF FILING

2001 MAY - 1 PM 2:47

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF ORGANIZATION

OF

SCANSAFE, LLC

These Articles of Organization are executed by the undersigned for the purpose of forming a Florida Limited Liability Company under Chapter 608 of the Florida Statutes:

ARTICLE I - NAME

The name of the limited liability company is ScanSafe, LLC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office is 500 North 19th Street, Milwaukee, Wisconsin 53233.

ARTICLE III - DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV - REGISTERED AGENT

The name and Florida street address of the initial registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

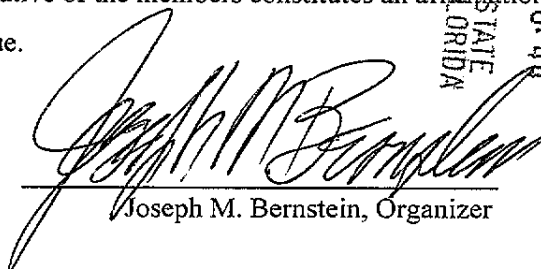
ARTICLE V - MANAGEMENT

Management of the limited liability company shall be vested in its members. The name and addresses of the initial members are: Joseph M. Bernstein and Henry M. Goldberg, as Co-Trustees of the NAT GOLDBERG FAMILY TRUST u/a/d December 27, 1973, 780 North Water Street, Milwaukee, Wisconsin 53202, and Henry M. Goldberg, 2358 South Ocean Blvd., Highland Beach, FL 33487.

ARTICLE VI - ORGANIZER

The name and complete address of the organizer is Joseph M. Bernstein, 780 North Water Street, Milwaukee, Wisconsin 53202. In accordance with Section 608.408(3) of the Florida Statutes, the execution of these Articles of Organization by the duly authorized representative of the members constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed this 30th day of April, 2001.


Joseph M. Bernstein, Organizer

This document was drafted by:

Charles G. Vogel
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202

01 MAY - 1 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ScanSafe, LLC

2. The name and address of the registered agent and office is:

CT Corporation System
(NAME)

c/o CT Corporation System, 1200 South Pine Island Road
(P. O. Box NOT ACCEPTABLE)

Plantation, Florida 33324
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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.

Connie Bryan
(SIGNATURE)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

5/1/01
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA