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ATTORNEYS AT LAW

REPLY TO:

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TIMOTHY S. FRANKLIN  
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C. LAURENCE KEESEY  
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GEORGE L. VARNADOE  
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Tallahassee

11 May 2001

\*BOARD CERTIFIED REAL ESTATE LAWYER

OF COUNSEL  
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Division of Corporations  
Secretary of State for Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Copus Imports, LLC - Organizational Filing


Dear Sir or Madam:

Attached for filing please find a signed original of the Articles of Organization and Designation of Registered Agent for Copus Imports, LLC, along with a firm check in the amount of \$130.00 to cover the filing fees associated with same and for a Certificate of Status.

Additionally, assuming the documents are approved for filing, please do me the favor of date stamping the attached copies of certain pages of same for our records-keeping purposes and drop them in the out box with the Certificate for our runner to pick up upon your phone call.

Please call with any questions.

Sincerely,

  
Tim Franklin

900004213509--6  
-05/14/01--01003--007  
\*\*\*\*130.00 \*\*\*\*130.00

PS: Please note that the LLC is applying for a Federal Identification Number and will be providing same to your office under separate cover when received.

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APPROVED  
AND  
FILED  
01 MAY 14 2001  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
PM 3:55  
NO RECEIVED  
TO AVOID DELAY  
SUFFICIENCY OF FILING

P.S.  
mail is  
okay too

5/11/01

## ARTICLES OF ORGANIZATION

of

### **"Copus Imports, LLC"**

The undersigned Members, desiring to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act ("Act"), do hereby certify as follows:

- I. **NAME.** The name of the limited liability company formed pursuant hereto shall be at all times the **COPUS IMPORTS, LLC** ("Company").
- II. **PURPOSE AND POWERS.** The Company shall be organized for the purpose of conducting any lawful business and shall have the same powers as an individual to do all things necessary or convenient to carry out the Company's purpose, business and affairs.
- III. **DURATION.** The Company's term shall commence as of the filing of these Articles with the Secretary of State of Florida and shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Operating Agreement of the Company.
- IV. **ADDRESS.** The business of the Company shall be principally conducted at, and all correspondence shall be directed to:  

<u>Physical Address:</u> 2855 Apalachee Parkway B-96 Tallahassee, Florida 32301	<u>Mailing Address:</u> 2855 Apalachee Parkway B-96 Tallahassee, Florida 32301
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- V. **AGENT.** The Registered Agent of the Company shall be: Greg A. Grillo, whose street address is 2855 Apalachee Parkway, B-120, Tallahassee, Florida 32301 as according to the "Certificate of Designation of Registered Agent/Office" of the Company, which is attached hereto and made a part hereof by reference.
- VI. **ADDITIONAL MEMBERS.** Additional Members may be admitted as according to the Operating Agreement; and, where applicable, only when the sale, transfer or other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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disposition of all or any part of a Membership interest:

- (1) would not result in the termination of the Company under the Act or within the meaning of section 708 of the Internal Revenue Code of 1986, as amended;
- (2) would be exempt from requirements of applicable state and federal securities laws as determined to the satisfaction of the Members; and
- (3) after any information reasonably required to execute the sale, transfer, or other disposition is provided to the Members.


**VII. MANAGEMENT.** Management of the Company is vested in its Members in proportion to the current interest of each in the Company as according to these Articles and Company Operating Agreement which at this time is deemed to be 25% each, i.e. each executory Member has 1 of 4 total votes.

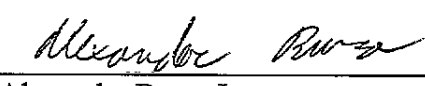
Further and in limitation, the consent of all of the Members executing these Articles is required to take any Company action or to make any assertion on its behalf which would have the effect of binding the Company or any of its Members and no number of Members less than all of the executory Members hereto has or have any inherent express, implied or apparent authority to otherwise bind the Company and Members may only take such actions or make such decisions on its as may be expressly authorized pursuant to a certificate of authority or agency executed by all the executory Members hereto. Any acts, promises or assurances or the like given by a Member not in accordance with these Articles are null and void ab initio and should not be relied upon by another Member, the Manager, or third party as the case may be.

**IN WITNESS WHEREOF**, and certifying knowledge of, and compliance with section 608.408, Florida Statutes (2000), and certifying that the Company has at least one Member, we hereunto subscribe our names to these Articles of Organization of Copus Imports, LLC, this 11th day of May, 2001.

  
\_\_\_\_\_  
Greg A. Grillo

  
\_\_\_\_\_  
Jan Budik

  
\_\_\_\_\_  
Alexander Buza, Sr.

  
\_\_\_\_\_  
Alexander Buza, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

of

**“Copus Imports, LLC”**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES (2000), THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**Copus Imports, LLC**

2. The name and the Florida street address of the registered agent are:

**Greg A. Grillo  
2855 Apalachee Parkway  
B-120  
Tallahassee, Florida 32301**

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TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*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.*

  
\_\_\_\_\_  
Greg A. Grillo