# L01000008459

May 16, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

900004315749--5 -05/24/01--01090--002 \*\*\*\*175.00 \*\*\*\*125.00

Dear Sir or Madam:

Attached are the Articles of Organization for MicroCertify, L.C. Also enclosed is a check for \$175.00 to cover the Filing Fee for Articles of Organization and the Designation of Registered Agent.

Please contact me if any further information is needed.

Kevin J. Meehan

13533 Northumberland Circle

Wellington, FL 33414

561-793-0473

mt 5/29

# ARTICLES OF ORGANIZATION OF MICROCERTIFY, L.C.

The undersigned acting as organizer of MICROCERTIFY, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

#### ARTICLE 1 NAME

The name of the limited liability company shall be MICROCERTIFY, L.C., (the "LLC").

#### ARTICLE II DURATION

The LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

#### ARTICLE III PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

## ARTICLE IV BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business and mailing address in this State of the LLC shall be 13533 Northumberland Circle, Wellington, FL 33414. The name and address of the LLC initial registered agent shall be Kevin Meehan, located at 13533

Northumberland Circle, Wellington, FL 33414.

### ARTICLE V MEMBERS AND CONTRIBUTIONS

- (a) The following are the member(s) of the LLC and their initial contribution: Kevin J. Meehan \$2,000.00
- (b) The member(s) have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

#### ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the majority consent of all members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, in writing and then only upon the condition that a new member be bout by and become party to the Operating Agreement of the LLC.

# ARTICLE VII DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

#### ARTICLE VIII MANAGEMENT

The LLC is to be managed by a Manager of Managers. The name and address of the initial manager of the LLC who shall serve until a successor is elected and qualified is:

Kevin J. Meehan 13533 Northumberland Circle Wellington, FL 33414

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

#### <u>ARTICLE IX</u> ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members in proportion to the contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 21 day of May, 2001.

Kevin J. Meehan, Organizer

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#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That MICROCERTIFY, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 13533 Northumberland Circle, West Palm Beach, FL 33414 as its agent to accept service of process within Florida.

#### ADKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Kevin J. Meenan