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LIMITED LIABILITY COMPANY

Burkhardt Family Investments, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

ARTICLES OF ORGANIZATION

FOR

Burkhardt Family Investments, L.L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be Burkhardt Family Investments, L.L.C.
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing address and the street address of the company is 2771 N.W. 19th Way Boca Raton, FL 33481-0790.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Jody H. Oliver, 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408.
5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.
6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.
7. Management of Company. The management of the Company is reserved to one or more managers. The name and address of the Managers, who shall serve until the first annual meeting of members or until their successor is elected and qualified, is:

<u>Names</u>	<u>Addresses</u>
Ruth Burkhardt	P.O. Box 810790 Boca Raton, FL 33481-0790
Mr. Robert Burkhardt	c/o Atlantic Aerospace Electronic Corp 470 Totten Pond Road Waltham, MA 02451

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8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 5th day of July, 2001.

Ruth Burkhardt
RUTH BURKHARDT, Manager

*RB Countersigned on Page 3
ROBERT BURKHARDT, Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5 day of July, 2001, by Ruth Burkhardt who is personally known to me or who has produced Florida Drivers License # BCL-760-77-337 as identification.



[Signature]
NOTARY PUBLIC

STATE OF MASSACHUSETTS
COUNTY OF *N/A

The foregoing instrument was acknowledged before me this _____ day of _____, 2001, by Robert Burkhardt who is personally known to me or who has produced _____ as identification.

*N/A
NOTARY PUBLIC

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8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 2nd day of July, 2001.

*RB Countersigned on Page 2
RUTH BURKHARDT, Manager

Daryl Burkhardt
ROBERT BURKHARDT, Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this _____ day of _____, 2001, by Ruth Burkhardt who is personally known to me or who has produced _____ as identification.

*RB
NOTARY PUBLIC

STATE OF MASSACHUSETTS
COUNTY OF Middlesex

The foregoing instrument was acknowledged before me this 2 day of July, 2001, by Robert Burkhardt who is personally known to me or who has produced Massachusetts driver's license as identification.

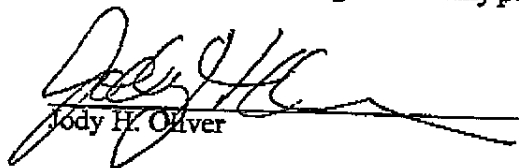
Jane M. Purine
NOTARY PUBLIC

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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Jody H. Oliver

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6 day of July, 2001, by Jody H. Oliver, who is personally known to me or who has produced _____ as identification.


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