

4
L010000011475



ACCOUNT NO. : 072100000032

REFERENCE : 220706 7132640

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 125.00

ORDER DATE : July 13, 2001

ORDER TIME : 10:43 AM

ORDER NO. : 220706-005

CUSTOMER NO: 7132640

CUSTOMER: Ms. Carolyn M. Sookram
Buchanan Ingersoll, P.C.

Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 13 PM 12:19
NOT RECORDED
TO ACHIEVE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: PARA-LITE USA, LLC

200004474812--5

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112
EXAMINER'S INITIALS:

FILED
01 JUL 13 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu

7/13

**ARTICLES OF ORGANIZATION
OF
PARA-LITE USA, LLC**

The undersigned hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida (the "Florida Limited Liability Company Act" or the "Act").

**ARTICLE I
NAME**

The name of the Limited Liability Company is Para-Lite USA, LLC (the "Limited Liability Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

808 S. Woodrow Wilson Street
Plant City, Florida 33567

**ARTICLE III
INITIAL REGISTERED AGENT**

The name and the Florida street address of the initial registered agent of the Limited Liability Company is:

James J. Kennedy, III, Esquire
Buchanan Ingersoll, P.C.
401 E. Jackson Street
Suite 2500
Tampa, Florida 33602

FILED
01 JUL 13 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IV
MANAGEMENT BY MANAGERS**

The Limited Liability Company will be managed by one or more managers and is therefore, a manager-managed company.

**ARTICLE V
LIMITATION ON AGENCY AND AUTHORITY OF MEMBERS**

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Limited Liability Company shall be an agent of the Limited Liability Company for the purposes of its business solely by reason of being a member. No member shall have the power

or authority to take or engage in any action in the name of the Limited Liability Company, including but not limited to incurring debt or contractual liability to bind the Limited Liability Company or transferring any interest in the real property or assets of the Limited Liability Company, solely by reason of being a member. The power and authority of the members and one or more managers shall be as provided in the Operating Agreement of the Limited Liability Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The members may admit additional members to the Limited Liability Company only by unanimous written consent.

ARTICLE VII
MEMBERS' RIGHT TO CONTINUE BUSINESS


Upon the unanimous agreement of all of the remaining members, the remaining members shall have the right to continue the business of the Limited Liability Company upon 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.

ARTICLE VIII
AMENDMENT

These Articles of Organization may be amended or restated only by the vote in approval of a majority-in-interest of the members in accordance with the voting procedures outlined in the Operating Agreement of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned, being one of the initial members of the Limited Liability Company, has executed these Articles of Organization this 12th day of July, 2001.

(In accordance with Section 608.408(3) of the Florida Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Jim Jackson, Member

FILED
01 JUL 13 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF ORGANIZATION**

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 as provided for in Chapter 608, Florida Statutes.

Dated: July 12, 2001


James J. Kennedy, III, Registered Agent

FILED
01 JUL 13 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA