

LO1000012553

ANDREW B. BLASI

A PROFESSIONAL ASSOCIATION

Stanford Corporate Plaza • Suite 300
7900 Glades Road
Boca Raton, Florida 33434

Telephone (561) 483-8700
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July 26, 2001

VIA FEDERAL EXPRESS

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

Re: Micro sonic, L. L.C.

Dear Sir or Madam:

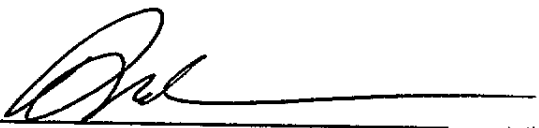
Please find enclosed for filing Articles of Organization for the subject Limited Liability Company. Also, enclosed is our check in the amount of \$125.00 to cover the filing fee. Please return the true and certified copy of the Articles of Organization to this office, to the attention of the undersigned.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very Truly Yours,

Law Offices of Andrew B. Blasi, P.A.

By:


Andrew B. Blasi, Esq.

ABB/cag
encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR MICROSONIC, L.L.C.

ARTICLE I NAME AND PURPOSE

The name of the Limited Liability Company being herewith formed pursuant to and in accordance with the provisions of Section 608.407(1), Florida Statutes, is **MICROSONIC, L.L.C.** The purpose of this limited liability company is to conduct all such activities as are permissible under law.

ARTICLE II ADDRESS

The mailing address of **MICROSONIC, L.L.C.** is 390 Jefferson Drive, Suite 308, Deerfield Beach, Florida 33442, and the street address of **MICROSONIC, L.L.C.** is 390 Jefferson Drive, Suite 308, Deerfield Beach, Florida 33442.

ARTICLE III DURATION

The period of duration for **MICROSONIC, L.L.C.** shall be FIFTY (50) years, unless sooner dissolved in a manner provided by law or by the unanimous written agreement of all the members.

ARTICLE IV MANAGEMENT

The management of **MICROSONIC, L.L.C.** shall be reserved to the members, whose names and addresses are:

1. H. KLAUS REUTER
390 Jefferson Drive, Suite 308
Deerfield Beach, Florida 33442
2. FRANK BECKER
Im Gewerbering 18
Dudenhofen, Germany 67373

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TALLAHASSEE, FLORIDA

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members, and the terms and conditions of such admissions, shall be determined by the unanimous consent of the members.

ARTICLE VI
REMAINING MEMBERS RIGHT TO CONTINUE BUSINESS

The right of the remaining members to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in **MICROSONIC, L.L.C.** shall be determined by the unanimous consent of all remaining members.

ARTICLE VII
AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Section 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall be also signed by the member so added.

ARTICLE VIII
REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members. Regulations adopted by the members 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.

ARTICLE IX
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.

**ARTICLE X
TRANSFERABILITY OF MEMBER'S INTEREST**

An interest of a member of this Company may not be transferred or assigned without the unanimous written consent of all of the members.

**ARTICLE XI
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL**

(1) A member shall not receive out of the Company any property or any part of its contribution to capital until:

(a) all liabilities of the Company, except liabilities to members on account of their contribution to capital, have been paid or sufficient property of the Company remains to pay them, or

(b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded, or

(c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

(2) A member shall be entitled to the return of its contribution in accordance with the following percentage ownership interests of the members:

<u>NAME</u>	<u>PERCENTAGE OF OWNERSHIP INTEREST</u>
1. H. KLAUS REUTER 390 Jefferson Drive, Suite 308 Deerfield Beach, Florida 33442	60%
2. FRANK BECKER Im Gewerbering 18 Dudenhofen, Germany 67373	40%

**ARTICLE XII
PROFITS AND LOSSES**

The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting the Company's business. Each member shall be entitled to a distributive share of the Company's profits in amount equal to their percentage of ownership interest set forth in Article XI. The distributive share of the profits shall be determined and paid to the members on such periodic basis as the members shall unanimously determine, but in no event less frequently than annually. Any losses that occur in the operation of the Company's business shall be paid out of the Company's capital.

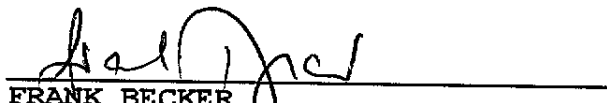
**ARTICLE XIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 7900 Glades Road, Suite 300, Boca Raton, Florida 33434. The name of the Company's initial registered agent at that address is Law Offices of Andrew B. Blasi, P.A.

IN WITNESS WHEREOF, the undersigned members of MICROSONIC, L.L.C. hereby set their hands and seals unto these Articles of Organization by execution of the undersigned members, effective as of this 15 day of February, 2001.

MEMBERS:


H. KLAUS REUTER


FRANK BECKER

STATE OF FLORIDA)
COUNTY OF Palm Beach)

I HEREBY CERTIFY that on this 15th day of February, 2001, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared H. KLAUS REUTER [] who is personally known to me, or [☒] who has

produced Florida Drivers License, as identification, the person described in and who executed the foregoing instrument, and [☒] who did [] who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 15th day of February, 2001.



Andrew B. Blasi
Commission # CG 874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Andrew B. Blasi
Notary Public, State of FLA.

Andrew B. Blasi
(Print Name of Notary)

My commission expires: 10/25/03

COUNTRY OF FEDERAL REPUBLIC OF GERMANY
LAND HESSEN)
CITY OF FRANKFURT AM MAIN)
PROVINCE OF CONSULATE GENERAL OF THE \$s
UNITED STATES OF AMERICA

I HEREBY CERTIFY that on this 27th day of ~~February~~ ^{April}, 2001, before me, an officer duly authorized in the to take acknowledgments binding under law in the United States of America and in the States and political subdivisions thereof, personally appeared **FRANK BECKER** [] who is personally known to me, or [X] who has produced German PPT no. 2246065605 iss. Feb. 21, 2001, as identification, the person described in and who executed the foregoing instrument, and [X] who did [] who did not take an oath.

WITNESS my hand and official seal this 27th day of ~~February~~ ^{April}, 2001.

U.S. Consulate Official

VIRGINIA VAUSE

Consular Associate of the

(Print Name of Official Title)

My commission expires: **INDEFINITE**

MICROSONIC, L.L.C.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the limited liability company is **MICROSONIC, L.L.C.**
2. The name and address of the Registered Agent and Office is:

**Law Offices of Andrew B. Blasi, P.A.
7900 Glades Road, Suite 300
Boca Raton, FL 33434**

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.

LAW OFFICES OF ANDREW B. BLASI, P.A.

BY: _____

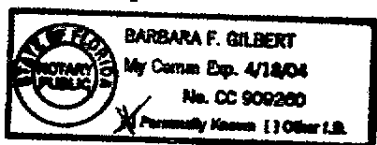
ANDREW B. BLASI, PRESIDENT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 26th day of February, 2001, before me, an officer duly authorized in the State of Florida, County of Palm Beach aforesaid to take acknowledgments, personally appeared Andrew B. Blasi, who is the President of Law Offices of Andrew B. Blasi, P.A. and who is personally known to me, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath, on behalf of said professional corporation.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 26th day of February, 2001.

My Commission Expires:



Notary Public, State of Florida

Barbara F. Gilbert
(Print Name of Notary)