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STUART OFFICE
APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY
SUITE 212
STUART, FLORIDA 34995-2425
TELEPHONE (561) 223-4030

August 6, 2001

Department of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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-08/09/01--01006--002
***155.00 ***155.00

RE: Blinder USA, LLC
A Limited Liability Company

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization of the above referenced company with a check in the amount of \$155.00 to cover the following fees:

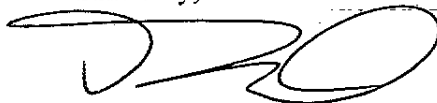
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|----|----------------|-----------------|
| 1. | Filing Fee | \$120.00 |
| 2. | Certified Copy | <u>\$ 30.00</u> |

TOTAL: \$155.00

Please file said articles using the date of receipt as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Donna Nadeau Adams

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Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF

BLINDER USA, LLC

A LIMITED LIABILITY COMPANY
(Pursuant to s. 607.407, Florida Statutes)

FILED
01 AUG -8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1. **Name.** The name of the limited liability company is **BLINDER USA, LLC**.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principal Office.** The mailing address and the street address of the principal office of the limited liability company is 11000 Prosperity Farms Road, Palm Beach Gardens, Florida 33410.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. At the time of formation the initial managing member's name and address are as follows:

Initial Member:

Paul E. Gruner
11000 Prosperity Farms Road
Palm Beach Gardens, Florida 33410.
8. **Additional Members.** The names and addresses of additional members(s) are as follows:
Pieter Jonas Dollpho, 6671 N. W.43rd Terrace, Boca Raton, Florida 33496.
9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may

be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business 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 the limited liability company as further set forth in the Operating Agreement of the limited liability company



PAUL E. GRUNER, Managing Member

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

FILED
01 AUG -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is **BLINDER USA, LLC**.
2. **Registered Office.** The address of the registered office of the limited liability company is 11000 Prosperity Farms Road, Palm Beach Gardens, Florida 33410.
3. **Registered Agent.** **PAUL E. GRUNER**, by his signature below accepts appointment, to act as the Registered agent of **BLINDER USA, LLC**.

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.



PAUL E. GRUNER

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TALLAHASSEE, FLORIDA