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00789-02870-00707-00671

HJH

July 30, 2001

VIA FEDERAL EXPRESS - OVERNIGHT DELIVERY

Department of State  
409 E. Gaines Street  
Tallahassee FL 32399

8/13

1001-17784  
400004509194--5  
-07/31/01--01034--002  
\*\*\*\*125.00 \*\*\*\*125.00

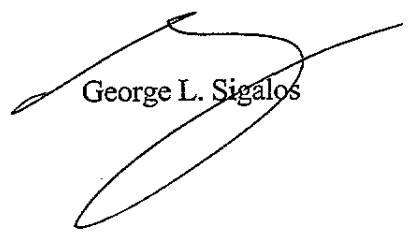
Re: *Article of Organization for ALMAT, L.L.C.*

To Whom It May Concern:

Enclosed please find the Articles of Organization and Registered Agent certificate relating to ALMAT, L.L.C., along with our check number 4366 in the sum of \$125.00. Please file the aforesaid limited liability corporation and please return to us the registered filing in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions or comments, please let me know.

Very truly yours,

  
George L. Sigalos

GLS:ade  
Encs.  
cc: James Kaye

FILED  
01 AUG 13 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 1, 2001

GEORGE L. SIGALOS  
SIMON, SIGALOS & SPYREDES  
4800 NORTH FEDERAL HIGHWAY, SUITE 100-D  
BOCA RATON, FL 33431

SUBJECT: ALMAT, L.L.C.  
Ref. Number: W01000017784

We have received your document for ALMAT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 501A00044507

**ARTICLES OF ORGANIZATION FOR ALMAT L.L.C. A FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

**ALMAT, L.L.C.**

**ARTICLE II - Address:**

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

20 Cambridge  
Baie D'Urfee  
Quebec Canada H9X 2V4

**ARTICLE III- Duration:**

The period of duration for the Limited Liability Company shall be:

PERPETUAL

**ARTICLE IV - Management:  
(Check box if applicable.)**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

James Kaye (a/k/a J.N. Kakalettris)  
20 Cambridge  
Baie D'Urfee  
Quebec Canada H9X 2V4  
1-514-457-4732

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TALLAHASSEE, FLORIDA

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional Members may be admitted only upon the approval of not less than a majority of the Percentage Interests held by the Members in the Company upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VI - Members Rights to Continue Business:**

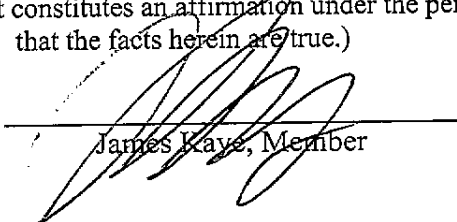
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining Members of the Company have the right to continue the business upon 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 of the Company, but such continuation shall occur only upon the consent of not less than a majority of the Percentage Interests held by the Members in the Company as set forth in the Operating Agreement of the Company.

**ARTICLE VII - Limitation on Agency Authority of Members:**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company or to otherwise act for the Company solely by virtue of being a 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 herein are true.)

  
James Kaye, Member

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

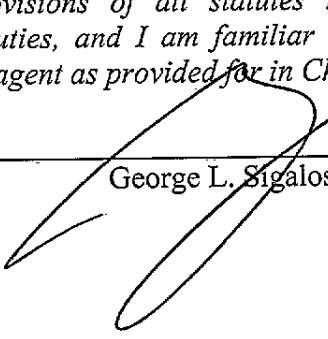
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **ALMAT, L.L.C.**
2. The name and the Florida street address of the registered agent are:

**Simon, Sigalos & Spyredes, P.A.**  
c/o George L. Sigalos, Esquire  
4800 North Federal Highway  
Suite 100-D  
Boca Raton, Florida 33431

  
\_\_\_\_\_  
James Kaye, Managing Member

*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, F.S.*

  
\_\_\_\_\_  
George L. Sigalos, Esquire