

ACCOUNT	NO.	:	072100000032

REFERENCE: 452642 6519A

AUTHORIZATION:

ORDER DATE: August 30, 2001

ORDER TIME: 12:16 PM

ORDER NO. : 452642-005

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CUSTOMER NO: 6519A

CUSTOMER: Ellen T. Ali, Legal Assistant

Smith Mackinnon Greeley

Bowdoin Edwards Brownlee & Mar

P. O. Box 2254

Orlando, FL 32802-2254

DOMESTIC FILING

NAME:

GOLDSTAR RESEARCH &

DEVELOPMENT, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ___ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION OF GOLDSTAR RESEARCH & DEVELOPMENT, LLC A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME

The name of this Limited Liability Company shall be Goldstar Research & Development, LLC, and its principal place of business shall be located at 7746 Sugar Bend Drive, Orlando, FL 32819. The mailing address shall be: 7746 Sugar Bend Drive, Orlando, FL 32819.

ARTICLE II COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall exist for a period of thirty (30) years commencing on the date of filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved according to law.

ARTICLE III GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Limited Liability. Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV CONTRIBUTIONS TO CAPITAL

The initial capital of the Company shall be Five Hundred and no/100 Dollars (\$500.00), which shall be contributed by the members in accordance with their initial ownership interests in the Company, which are as follows:

Member

Ownership Interest

Arvind Patel

100%

APPROS

No Member shall be entitled to receive interest in its or his contributions to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 7746 Sugar Bend Drive, Orlando, Florida 32819, and the initial Registered Agent of this Company at that address shall be Arvind Patel. The Company may change its Registered Agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE VI MANAGEMENT / INITIAL BOARD OF MANAGERS

The management or conduct of the business and affairs of the Company shall be vested in a Board of Managers as provided in the Operating Agreement of the Company. This Company shall have one (1) Manager initially. The number of Managers may be either increased or diminished from time to time by the Operating Agreement of the Company. The names and street addresses of the initial Manager of this Company, who shall serve as Manager until the first annual meeting of the Members or until their successors are elected and qualify, is:

Arvind Patel 7746 Sugar Bend Drive Orlando, FL 32819

ARTICLE VII REGULATIONS

VOLVE LI TASSANNO LI TALE LE CANTANA LE TALE LE MANAGER LA CONTROL DE CONTROL

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Board of Managers.

ARTICLES VIII ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by a majority in interest of the Members.

ARTICLE IX DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION OR DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization and the Operating Agreement.

ARTICLE X AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XII MANAGER-MANAGED

That Goldstar Research & Development, LLC is a manager-managed company; that the name and address of the managing member is:

Arvind Patel 7746 Sugar Bend Drive Orlando, FL 32819

Arvind Patel

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this _______ day of August, 2001, by Arvind Patel, and who is ______ personally known to me or [____] produced the following identification: _______ and who did not take an oath.

Notary Public

Printed Name

JONATHAN CRAIG FAIREY

My COMMISSION OF COMI

OF AUG 30 PM 2: 29
SECRETARY OF STATE
PART MEASURE, FE DRIDE

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 608.416, Florida Statutes, the following is submitted:

Goldstar Research & Development, LLC (the "Limited Liability Company"), desiring to organize as a limited liability company or qualify under the laws of the State of Florida, has named and designated Arvind Patel as its Registered Agent to accept service of process within the State of Florida with its registered office located at 7746 Sugar Bend Drive, Orlando, FL 32819.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Limited Liability Company, relating to the proper and complete performance of my duties as Registered Agent.

Dated this 24 day of August, 2001.

Arvind Patel, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, ELDER