

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**LO1000016701**

*Diamond Rental, L.C.*

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\*\*\*\*160.00 \*\*\*\*160.00

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☒ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Signature

Requested by: OD 9/28/01 11:00  
Name Date Time

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**ARTICLES OF ORGANIZATION**  
**OF**  
**DIAMOND RENTAL, L. C.**  
**A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**Article I**  
**Name**

The name of the limited liability company is **DIAMOND RENTAL, L.C.** (the "Company").

**Article II**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Secretary of State.

**Article III**  
**Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units the Company is authorized to have outstanding is 1,000 units, all of which shall be identical units.

**Section B. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units. A transferee shall be bound by the provisions contained in these Articles of Organization and any Regulations of the Company the same as an original Member.

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**Article IV**  
**Members**

The Company shall have two (2) Members initially. Additional Members may be admitted to the Company, upon the written application of such person or entity, with the express written approval of the Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. Any additional Members admitted to the Company shall be bound by the provisions contained in these Articles of Organization and any Regulations of the Company the same as an original Member. The name and address of the initial Members are:

**Dominic J. Veltre, Jr.**  
890 Landers Street  
Toms River, New Jersey 08753

**Nicholas Grande**  
822 Michigan Avenue  
Toms River, New Jersey 08753

**Article V**  
**Registered Agent And Office**

The name and address of the initial Registered Agent of the Company is

**Glenn T. Vandewater, Esquire**  
378 CenterPointe Circle  
Suite 1272  
Altamonte Springs, Florida 32701

**Article VI**  
**Principal Office**

The mailing address and street address of the principal office of the Company is

963 Park Terrace Circle  
Kissimmee, Florida 34746

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and

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securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

### **Article VIII** **Management**

The Company is to be managed by a Member-Manager or Member-Managers. The names and addresses of the initial Member-Managers are:

**Dominic J. Veltre, Jr.**  
890 Landers Street  
Toms River, New Jersey 08753

**Nicholas Grande**  
822 Michigan Avenue  
Toms River, New Jersey 08753

### **Article IX** **Indemnification**

The Company shall, to the fullest extent authorized by the Florida Statutes, as the same may be amended from time to time, indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Manager, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such

determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

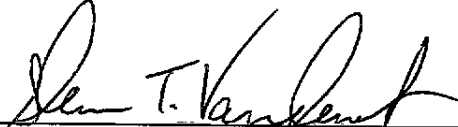
**Article XI**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record shall be executed by a Manager of the Company.

**Article XII**  
**Members' Right to Continue Business**

The right of the remaining Members to continue the business of the Company 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 in the Company, shall, provided there shall be at least one (1) Member remaining with ownership interest in the Company, be determined by the remaining Members in accordance with Florida law .

Dated September 27, 2001.

  
\_\_\_\_\_  
GLENN T. VANDEWATER, as the  
authorized representative of Dominic J.  
Veltre, Jr., and Nicholas Grande, Members

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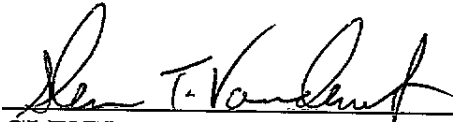
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**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

**DIAMOND RENTAL, L.C.**, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 378 CenterPointe Circle, Suite 1272, Altamonte Springs, Florida 32701 as its initial registered office and has named Glenn T. Vandewater, Esquire, who is located at that address, as its initial registered agent.

Having been named registered agent for the above stated limited liability company, at the designated registered office, the undersigned hereby accepts said appointment, declares that he is familiar with the obligations of such appointment, agrees to act in that capacity and further agrees to comply with the provisions of the Florida Statutes relative thereto.

  
**GLENN T. VANDEWATER, ESQUIRE**  
Registered Agent

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