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LAW OFFICES

WILLIAM GUNDLACH, P.A.

2780 EAST OAKLAND PARK BOULEVARD

FORT LAUDERDALE, FLORIDA 33306

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October 1, 2001

Secretary of State  
The Capitol, Plaza Level 2  
Tallahassee, FL 32399-0250

Re: RESPONSIBLE VENDOR TRAINING, LLC

300004621543--7

-10/03/01--01042--001

\*\*\*\*250.00 \*\*\*\*250.00

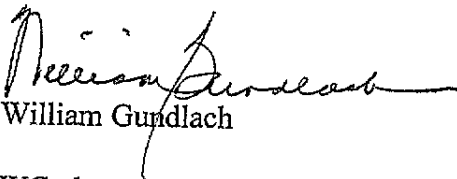
Gentlemen:

Enclosed please find the Articles of Organization of Responsible Vendor Training, LLC, for filing with the Department of State, together with a check in the sum of \$250.00 as a filing fee.

If you find everything to be in order, please send an acknowledgement of the filing of this LLC by stamping such on the enclosed copy of the same and returning same in the enclosed self-addressed envelope.

Should you have any questions concerning this matter, please call me.

Sincerely yours,

  
William Gundlach

WG:el

Enclosures: As stated

FF 125.00  
Overpaid \$125.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**RESPONSIBLE VENDOR TRAINING, LLC**

The undersigned, intending to form and create a Limited Liability Company, as defined in §608.401, *et seq.*, the Florida Limited Liability Company Act, hereby states and certifies the following:

**ARTICLE I - NAME**

1. The name of the limited liability company shall be **RESPONSIBLE VENDOR TRAINING, LLC.**

**ARTICLE II - DURATION**

2. The period of its duration shall be perpetual.

**ARTICLE III - ADDRESS**

3. The mailing address and the street address of the principal office of the limited liability company is: 2204-2406 N. E. 26th St., Ft. Lauderdale, FL 33311.

**ARTICLE IV - REGISTERED AGENT**

4. The name and street address of the initial Registered Agent and the Registered Office shall be: **WILLIAM GUNDLACH, III, 2204-2206 N. E. 26th St., Ft. Lauderdale, FL 33311.**

**ARTICLE V - POWERS**

5. This limited liability company shall have all of the powers set forth in Section 608.404, Florida Statutes.

#### **ARTICLE VI - MANAGERS**

6. This Limited Liability Company is to be a manager-managed company and will be managed by one or more managers.

#### **ARTICLE VII - REGULATIONS**

7. The powers to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the members of the company. Regulations adopted by member may be repealed or altered, and new regulations may be adopted by members.

#### **ARTICLE VIII - VOTE**

8. All members shall be entitled to vote on matters relating to the Limited Liability Company and each member's vote shall be in proportion to such member's relative capital account; however, if the capital account is negative or zero, each member shall have one (1) vote.

#### **ARTICLE IX - ADMISSION OF MEMBERS**

9. **WILLIAM GUNDLACH, III, and JON ERIK GUNDLACH** are the first two (2) members of this limited liability company. No person may be admitted as a member unless each member consents in writing to the additional admission of the additional member.

#### **ARTICLE X - BINDING EXECUTIONS**

10. Instruments and documents providing for the acquisition, mortgage or disposition of property of the limited liability company, shall be valid and binding upon the company only if they are executed by all managers then serving the Limited Liability Company.

### **ARTICLE XI - PROFITS AND LOSSES**

11. The profits and losses of this company shall be allocated among the members on the basis of each member's relative capital account.

### **ARTICLE XII - ASSIGNMENT OF INTEREST**

12. A member's interest in the company is not assignable, in whole or in part, unless a majority of the non-assigning members consent to the assignment. Any assignment consented to does not dissolve the company, nor does it entitle the assignee to become or to exercise any rights or powers of the member. An assignment only entitles the assignee to share in the profits and losses, to receive distributions, and to receive allocations of income, gain, loss or credit, to which the assignor was entitled, to the extent assigned. The assignee of an interest may become a member only if all other members consent.

### **ARTICLE XIII - CERTIFICATE OF LIMITED LIABILITY**

13. A member's interest in this company is personal property and shall be evidenced by a Certificate of Limited Liability Company interest. The member shall receive the Certificate at the time of the contribution of cash, property or other assets to the company.

### **ARTICLE XIV - NON-LIABILITY OF MEMBERS AND MANAGERS**

14. Neither the members of the company nor the manager are liable under a judgment, decree determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member seeking indemnification.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 1<sup>st</sup> day of October, 2001, at Ft. Lauderdale, Broward

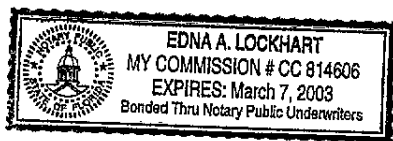
County, Florida 33306, by **WILLIAM GUNDLACH, III**, a member of this Limited Liability Company.

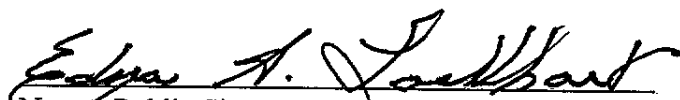
  
**WILLIAM GUNDLACH, III, Member**

**STATE OF FLORIDA**                     )  
  )SS  
**COUNTY OF BROWARD**                )

Before me personally appeared **WILLIAM GUNDLACH, III**, who is to me known to be the person who executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 1<sup>st</sup> day of October, 2001.



  
Notary Public Signature  
My commission expires: 3-7-03

**REGISTERED AGENT ACCEPTANCE**

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
**WILLIAM GUNDLACH, III**

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