

Savage-Gaston,  
Hogan Hargrove, P.A.

Joyce Savage-Gaston  
Jeffrey D. Hogan\*  
Charles D. Hargrove\*\*  
\* Also admitted in Connecticut  
\*\* Also admitted in the  
District of Columbia

L010000/8268

October 18, 2001

**VIA CERTIFIED MAIL**  
#7000 1670 0005 6877 9331

Katherine Harris  
Secretary of State  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

100004648911--7  
-10/22/01-01087-001  
\*\*\*\*160.00 \*\*\*\*160.00

Re: Incorporation Documents of B-Secure Group, L.L.C.

Dear Sir or Madam:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for-profit limited liability company:

1. An original and copy of the Articles of Organization for the above-identified limited liability company;
2. A Certificate of Designation of Registered Agent/Registered Office; and,
3. A check in the amount of \$160.00, payable to the Secretary of State, covering the costs of the corporate filing fee of \$100.00, the certified copy fee of \$30.00, the registered agent/office fee of \$25.00 and certificate of status fee of \$5.00.

Please send any communications regarding the above-referenced matter to the undersigned to the address indicated in the letterhead above.

801  
North  
Magnolia  
Avenue

Suite 402

Orlando, Florida  
32803-3851

Telephone  
407-648-8882

Fax  
407-872-5755

Sincerely,

Patricia Duncan-Cotto,  
Paralegal

/pd  
Enclosure(s)

cc: Charles D. Hargrove, Esq. (w/o encl.)

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TALLAHASSEE, FLORIDA

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## **ARTICLES OF ORGANIZATION OF B-SECURE GROUP, L.L.C.**

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I/We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the above-identified limited liability company.

### **ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be B-SECURE GROUP, L.L.C. and its principal office shall be located at 320 North Magnolia Ave, Suite B-4, Orlando, County of Orange, State of Florida 32801, which shall also be its mailing address, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### **ARTICLE II INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office of B-SECURE GROUP, L.L.C. is Charles D. Hargrove, Esq., of the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., located at 801 N. Magnolia Avenue, Ste. 402, Orlando, Orange County, Florida 32803-3851.

### **ARTICLE III DURATION**

B-SECURE GROUP, L.L.C. shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### **ARTICLE IV MANAGEMENT**

B-SECURE GROUP, L.L.C. shall be managed by two (2) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

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Junius Bradley

320 North Magnolia Ave, Suite B-4  
Orlando, Florida 32801

Vernice Atkins-Bradley

320 North Magnolia Ave, Suite B-4  
Orlando, Florida 32801

## **ARTICLE V MEMBERSHIP RESTRICTIONS**

B-SECURE GROUP, L.L.C., members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to B-SECURE GROUP, L.L.C.

Unless otherwise provided in the Regulations of B-SECURE GROUP, L.L.C., all members shall be entitled to vote on matters related to B-SECURE GROUP, L.L.C. and each members voting share shall be weighted in proportion to each member's relative capital account or pro rata share of capital contribution. Therefore, each members voting share shall be calculated by dividing each member's capital contribution (the numerator) by the total capital contributions of all the members (the denominator) and multiplying this value by 100 to yield each member's voting share. As such, each voting member's share will constitute that members total number of votes to be allocated to a matter to be voted on by the members of B-SECURE GROUP, L.L.C., unless otherwise provided in the Regulations of B-SECURE GROUP, L.L.C.

A member's interest in B-SECURE GROUP, L.L.C. may not be sold or otherwise transferred except with unanimous written consent of members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in B-SECURE GROUP, L.L.C. the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VI PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

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1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business;

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from

the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit B-SECURE GROUP, L.L.C. to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

## **ARTICLE VII EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of B-SECURE GROUP, L.L.C. shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of B-SECURE GROUP, L.L.C. by a majority vote of the members of B-SECURE GROUP, L.L.C.

## **ARTICLE VIII CAPITAL CONTRIBUTIONS**

Capital contributions of a member may be in cash, property or services rendered or promissory note as deemed appropriate by the members based on a majority vote by the same. Additional contributions may be required for investment purposes, as determined by majority consent of the members.

## **ARTICLE IX PROFITS AND LOSSES**

(a) Profit Sharing. Members of B-SECURE GROUP, L.L.C. shall be entitled to the net profits arising from the operation of its business that remain after the payment of the expenses of conducting the business of B-SECURE GROUP, L.L.C., unless otherwise provided in the Regulations of B-SECURE GROUP, L.L.C. and/or provided the future financial stability of B-SECURE GROUP, L.L.C. is not jeopardized or threaten by the payment of said net profits. Notwithstanding the foregoing, if at any time it is decided by the members to pay net profits that they are entitled to, the timing of the payment and/or distribution of said net profits to members shall be determined by the managers or managing member(s) of B-SECURE GROUP, L.L.C..

Net profits shall be allocated on the basis of each member's relative capital

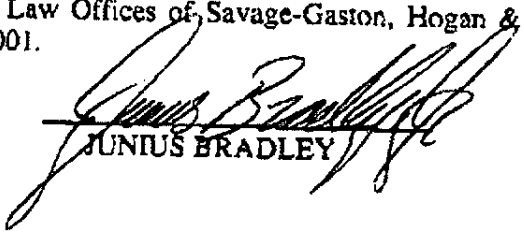
account or pro rata share of capital contribution. Therefore, each members percentage of capital contribution shall be calculated by dividing each member's capital contribution (the numerator) by the total capital contributions of all the members (the denominator) and multiplying this value by the net profit.

(b) Losses. All losses that occur in the operation of B-SECURE GROUP, L.L.C. business shall be paid out of the capital of B-SECURE GROUP, L.L.C. and the profits of its business, or, if these sources are insufficient to cover such losses, by the members. As such, said losses shall be allocated for payment by each member on the basis of each member's pro rata share of capital contribution or each member's relative capital account. Therefore, each member's pro rata share to cover or pay for said losses or total loss shall be calculated by dividing each member's capital contribution (the numerator) by the total capital contributions of all the members (the denominator) and multiplying this value by said losses to determine each members pro rata share of said losses or total loss.

#### ARTICLE X CERTIFICATION OF ARTICLES OF ORGANIZATION

The undersigned, being the original member of B-SECURE GROUP, L.L.C., certifies that this instrument constitutes the proposed Articles of Organization of B-SECURE GROUP, L.L.C.

Executed by the undersigned at the Law Offices of, Savage-Gaston, Hogan & Hargrove, P.A. on this 8 day of October, 2001.

  
JUNIUS BRADLEY

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

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

**B-SECURE GROUP, L.L.C.**

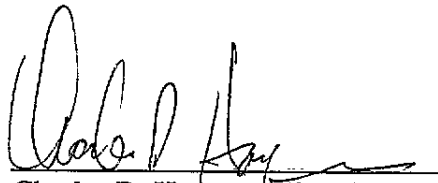
2. The name and address of the registered agent and office is:

**CHARLES D. HARGROVE, ESQ.  
SAVAGE-GASTON, HOGAN & HARGROVE, P.A.  
801 N. MAGNOLIA AVENUE, STE. 402  
ORLANDO, FLORIDA 32803-3851**

*Having been named as registered agent and to accept service of process for the above stated corporation 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.*

DATE: October <sup>18<sup>th</sup></sup>~~16~~, 2001.

SIGNATURE:

  
Charles D. Hargrove, Esquire

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