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November 21, 2001

Reply To: Boca Raton

File No.: Wridj-0001

☆ Board Certified Tax Lawyer  
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¶ Member of Ohio Bar

**VIA FEDERAL EXPRESS**

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Articles of Organization/ProTech Retail Solutions, LLC**

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of the referenced limited liability company and a check in the amount of \$130.00 representing the filing fee, registered agent designation fee and the cost for obtaining a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,

William S. Kramer

WSK/jc

Enclosures

cc: Margaret D. Judd-Wright  
Jorge Aquino

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 26 2001  
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ARTICLES OF ORGANIZATION  
OF  
PROTECH RETAIL SOLUTIONS, LLC.

The undersigned initial members of PROTECH RETAIL SOLUTIONS, LLC., a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

PROTECH RETAIL SOLUTIONS, LLC.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

ProTech Retail Solutions, LLC.  
14000 N. Military Trail  
Suites 101 and 102  
Delray Beach, Florida 33484

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

ProTech Retail Solutions, LLC.  
14000 N. Military Trail  
Suites 101 and 102  
Delray Beach, Florida 33484

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

Margaret D. Judd-Wright  
14000 N. Military Trail  
Suites 101 and 102  
Delray Beach, Florida 33484

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TALLAHASSEE, FLORIDA

**ARTICLE V. DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the written agreement of members owning a majority in interest of membership interests or pursuant to an event described in Article IX of these Articles of Organization.

**ARTICLE VI. MANAGEMENT**

The Company is to be managed by its managers who are members. The names and addresses of the initial managing members are set forth below. The initial managing members shall serve as managers until the first annual meeting of members or until their successors are elected and qualify.

Margaret D. Judd-Wright  
14000 N. Military Trail  
Suites 101 and 102  
Delray Beach, Florida 33484

Jorge Aquino  
14000 N. Military Trail  
Suites 101 and 102  
Delray Beach, Florida 33484

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**ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative unanimous vote of the managers of the Company, either in attendance at a duly called meeting of the managers at which a quorum exists or by written

consent of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative unanimous vote of the managers either in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the operating agreement, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the operating agreement of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

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TALLAHASSEE, FLORIDA

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/  
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, or the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to continue the Company, either upon the affirmative vote of the members of the Company holding at least 66 2/3 of the membership interests, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of the members of the Company holding at least 66 2/3 of the membership interests, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

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ARTICLE XII. REGULATIONS


Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of the members of the Company.

ARTICLE XIII. 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 solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 8<sup>th</sup> day of November, 2001.

INITIAL MEMBERS:

  
MARGARET D. JUDD-WRIGHT

  
JORGE AQUINO

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA. —

1. The name of the limited liability company is: —

**PROTECH RETAIL SOLUTIONS, LLC.**

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

**Margaret D. Judd-Wright  
14000 N. Military Trail  
Suites 101 and 102  
Delray Beach, Florida 33484**

*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.*

*Margaret D. Judd-Wright*  
Margaret D. Judd-Wright

Date: 11/8/01

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TALLAHASSEE, FLORIDA