

CORPORATE  
ACCESS,  
INC.

**L020000001791**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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CLERK OF SUPREME COURT  
TALLAHASSEE, FLORIDA

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AND  
FILED

1.) *SOUTH COAST Equipment Company, L.L.C.*  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

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3.)  
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5.)  
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SOUTHCOAST EQUIPMENT COMPANY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **SOUTHCOAST EQUIPMENT COMPANY, L.L.C.**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 3530 Agricultural Center Drive, Suite 209, St. Augustine, Florida 32092 and the mailing address shall be 3530 Agricultural Center Drive, Suite 209, St. Augustine, Florida 32092.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective upon filing of these Articles of Organization with the Secretary of State.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in distribution of vacuum equipment and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Michael D. Lynn, 3530 Agricultural Center Drive, Suite 209, St. Augustine, Florida 32092. Name and address of the registered agent of this Company is Michael D. Lynn, 3530 Agricultural Center Drive, Suite 209, St. Augustine, Florida 32092.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE 7 - MANAGEMENT

- The Managers of the Company shall be the Members:

Michael D. Lynn  
Michael Wade Lynn

## ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the company except with the unanimous written consent of all the member(s) of the company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least one remaining member.

## ARTICLE 10 - INDEMNIFICATION

The Company shall indemnify a director or officer of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Company against reasonable attorney's fees and expenses incurred by the director or officer in connection with the proceeding. The company may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney's fees and expenses for directors, officers, employees and agents of the company shall apply when such persons are serving at the Company's request while a director, officer, employee or agent of the Company, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of

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the proceeding. The company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the company or the ability of the company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "director," "officer," "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.


#### ARTICLE 11 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

Michael D. Lynn  
3530 Agricultural Center Drive  
St. Augustine, Florida 32092

Michael Wade Lynn  
2925 Cabbage Hammock Road  
St. Augustine, Florida 32092

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made an subscribed these Articles of Organization at St. Augustine, Florida for the foregoing uses and purposes, this 22 day of JAN., 2002.



Michael D. Lynn, Member



Michael Wade Lynn, Member

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CLERK OF STATE  
TAMPA, FLORIDA

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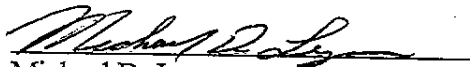
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

Southcoast Equipment Company, L.L.C. desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Organization, at City of St. Augustine,  
State of Florida, has named Michael D. Lynn, 3530 Agricultural Center Drive, St. Augustine, Florida  
32092 as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

I, Michael D. Lynn, having been named to accept service of process for the above stated  
corporation at the place designated in this certificate, hereby accept to act in this capacity and agree  
to comply with the provisions of the Florida Limited Liability Company Act relative to maintaining  
said office.

  
Michael D. Lynn

NOTARY OF STATE  
TALLAHASSEE, FLORIDA

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