

Requester's Name **L02000002195**

Comvest Group, Inc.  
100 East Sybelia Ave., Suite 105  
Maitland, Florida 32751

File #

100004772421-5  
-01/14/02--01033--005  
\*\*\*\*125.00 \*\*\*\*125.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 17, 2002

COMVEST GROUP INC  
100 E SYBELIA AVE  
SUITE 105  
MAITLAND, FL 32751

SUBJECT: COMVEST AMERICA, LLC  
Ref. Number: W02000001534

We have received your document for COMVEST AMERICA, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 502A00002547

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
ComVest America, LLC**

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

**ARTICLE I – NAME**

The name of the Limited Liability Company shall be ComVest America, LLC hereinafter referred to as the "Company."

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Company shall initially be 100 E. Sybelia Avenue, Suite 105, Maitland, Florida 32751.

**ARTICLE III – DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV – BUSINESS PURPOSE**

Section 1. This Company is organized for the purpose of engaging in all lawful businesses permitted to a limited liability company organized under the Florida Company Law.

Section 2. The Company shall have all the powers set forth in the Florida Limited Liability Company Act,

**ARTICLE V – REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida is Michael P. McDowell, 100 E. Sybelia Avenue, Suite 105, Maitland, Florida, 32751.

**ARTICLE VI – CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the money or property set forth in Exhibit "A."

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**ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

**ARTICLE VIII -- ADMISSION OF NEW MEMBERS**

Additional members shall be admitted to the Company with the unanimous written consent of the majority of the members of the Company and on such terms and conditions as shall be determined by said members. A member may transfer interest in the Company as set forth in the regulations of the Company, which shall provide for the consent of the other members.

**ARTICLE IX -- TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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.

**ARTICLE X -- MANAGEMENT**

The Company shall be managed by one or more Managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The name and address of the initial Managers of the Company are:

<b>NAME</b>	<b>ADDRESS</b>
Michael P. McDowell	100 E. Sybelia Avenue, Suite 105 Maitland, Florida 32751
Mark A. McDowell	100 E. Sybelia Avenue, Suite 105 Maitland, Florida 32751
John P. McDowell	100 E. Sybelia Avenue, Suite 105 Maitland, Florida 32751

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TALLAHASSEE, FLORIDA

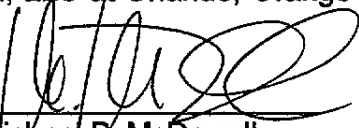
**Exhibit A**

**Member Contributions for the Florida Limited Liability Company known as  
ComVest America, LLC**

<u>Member's Name</u>	<u>Percentage Ownership</u>	<u>Capital Contribution</u>
Michael P. McDowell	33%	US \$500.00
Mark A. McDowell	33%	US \$500.00
John P. McDowell	34%	US \$500.00


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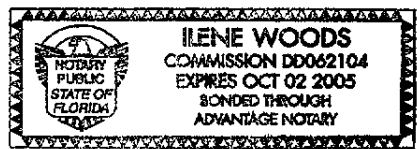
IN WITNESS WHEREOF, the undersigned as organizer has made and subscribed these Articles of Organization for ComVest Capital, LLC at Orlando, Orange County, Florida, on this 8 day of January, 2002.

X   
Michael P. McDowell  
Organizer

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me this 8<sup>th</sup> day of January, 2002, by Michael P. McDowell, who identified himself to me by producing a valid form of identification.

  
Notary Public – State of Florida  
(SEAL)



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TALLAHASSEE, FLORIDA



*Commercial Real Estate Investment Specialists*

January 24, 2002

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

Subject: Comvest America, LLC  
Ref Number: W02000001534

To Whom It May Concern:

I hereby am familiar with and accept the duties and responsibilities as registered agent for Comvest America, LLC.

Respectfully,

A handwritten signature in black ink, appearing to read "Michael P. McDowell".

Michael P. McDowell

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