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**H. Michael Muñiz, Esq.  
Attorney & Counselor at Law**

Member: Florida Bar; District of Columbia Bar  
Federal Bar: United States District Court  
for the Northern, Middle & Southern District(s) of Florida;  
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June 20, 2002

Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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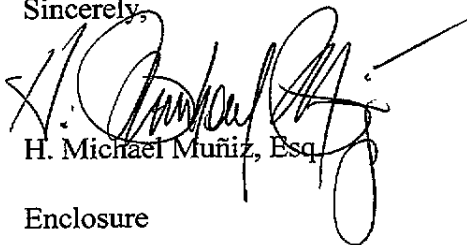
**Re: REGISTRATION OF NEW LIMITED LIABILITY COMPANY**

Dear Sir or Madam:

Enclosed please find the original of the ARTICLES OF ORGANIZATION and CERTIFICATE OF DESIGNATION OF REGISTERED AGENT for VOLPE ENTERPRISES, LLC. Also enclosed is a check made payable to the FLORIDA DEPARTMENT OF STATE in the amount of \$155.00 to cover the filing fees for each and issuance of a certified copy.

Kindly return the certified copy of the above to the address shown hereon. Please do not hesitate to contact me should you have any questions at the telephone number or email address shown hereon.

Sincerely,

  
H. Michael Muñiz, Esq.

Enclosure

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**QR**

**ARTICLES OF ORGANIZATION  
VOLPE ENTERPRISES, LLC**

The undersigned, acting as organizer, for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, Limited Liability Companies, hereby acknowledges and adopts these Articles of Organization:

**ARTICLE I – NAME**

The name of this limited liability company is: VOLPE ENTERPRISES, LLC.

**ARTICLE II – PRINCIPAL OFFICE**

The mailing address and principal office of this limited liability company is: 3135 Wedgewood Boulevard, Delray Beach, Florida 33445. The limited liability company may have such other place of business, both within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

**ARTICLE III – REGISTERED AGENT**

The name and address of its initial registered agent for service of process in the state of Florida is:

H. Michael Muñiz, Esq.  
As Registered Agent for  
VOLPE ENTERPRISES, LLC  
1720 NW 4 Avenue  
Boca Raton, Florida 33432-1510.

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLE IV – MANAGEMENT**

The management of this limited liability company is vested in a manager, Ray G. Volpe, designated herein, and the company shall be a manager-managed company. The manager of this limited liability company shall have the power and authority to delegate to one or

more other persons the manager's rights and powers to manage and control the business and affairs of the limited liability company, including the power and authority to delegate to agents, boards of managers, managing members or directors, officers and assistant officers, and employees of a member or manager of the limited liability company, and the power and authority to delegate by a management agreement or another agreement with, or otherwise, to other persons. Such delegation by the manager shall not cause the manager to cease to be the manager of this limited liability company.

#### ARTICLE V – POWERS

This limited liability company organized and existing under the laws of the state of Florida shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (1) sue and be sued, and defend, in its name;
- (2) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
- (3) sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
- (4) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
- (5) make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or

indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company;

- (6) lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;
- (7) conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state;
- (8) select managers and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit;
- (9) make donations for the public welfare or for charitable, scientific, or educational purposes;
- (10) pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees;
- (11) be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;
- (12) make payments or donations or do any other act not inconsistent with law that furthers the business of the limited liability company;
- (13) indemnify and hold harmless any member or manager or other person but shall not be required to, from and against any and all claims and demands whatsoever;
- (14) to transact any or all lawful business for which limited liability companies may be organized under Florida Statutes and permitted under the provisions of Chapter 608, Florida Statutes, as such Chapter may be hereinafter amended; to include additional purposes and allowable transactions; and to otherwise do any and all things in a corporate capacity not otherwise inconsistent with the laws of the State of Florida and the United States of America regulating limited liability companies.

#### ARTICLE VI – COMMENCEMENT & DURATION

The effective date of this limited liability company shall be from the date of filing of these

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STATE  
TALLAHASSEE, FLORIDA

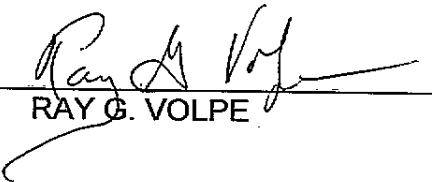
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Articles of Organization with the Secretary of State of the State of Florida; and this limited liability company shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII – AMENDMENT OF ARTICLES

These Articles of Organization may be amended, altered, changed, or repealed by the manager, as provided for under § 608.411, Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of June, 2002. The execution of this document constitutes an affirmation under penalty of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
RAY G. VOLPE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of §§ 608.408, 608.415, Florida Statutes, the limited liability company organized under the laws of the state of Florida submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the limited liability company is: VOLPE ENTERPRISES, LLC.
2. The name and address of the registered agent is:

H. Michael Muñoz, Esq.  
As Registered Agent for  
VOLPE ENTERPRISES, LLC  
1720 NW 4 Avenue  
Boca Raton, Florida 33432-1510

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ACKNOWLEDGEMENT**

*Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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, as provided for in Chapter 608.*

By: \_\_\_\_\_

H. Michael Muñoz, Esq.  
Registered Agent

06/20/02  
(Date)