

CORPORATE
ACCESS,
INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) *Spy Electronics, LLC*
(CORPORATE NAME & DOCUMENT #)

2.)
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JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

ARTICLES OF ORGANIZATION

OF

SPY ELECTRONICS, L.L.C.

ARTICLE I.

The name of this limited liability company is **SPY ELECTRONICS, L.L.C.**

ARTICLE II.

This limited liability company shall exist for a period of ninety-nine (99) years measured from the date of filing these Articles of Organization with the Florida Secretary of State.

ARTICLE III.

This limited liability company is created both for any lawful purpose (except that special statutes for the regulation and control of specific types of businesses shall control when in conflict herewith) and for the purpose of providing consulting services to businesses engaged in international commerce and for all other purposes permitted under Florida law for the benefit of its members and such other related business as may be agreed on by its members.

ARTICLE IV.

The mailing and street address of the principal office of the limited liability company shall be 9101 Park Boulevard, Seminole, Florida 33777. The name and address the initial registered agent of the limited liability company shall be **KAMBIZ ROUHANI**, 9101 Park Boulevard, Seminole, Florida 33777.

ARTICLE V.

The initial members of the limited liability company shall have the right to admit additional members upon the following terms and conditions.

1. It is contemplated that the number of members of the limited liability company shall not exceed one hundred (100).

2. Any new member must pay an initial capital contribution (or a contribution in services) in an amount to be established by the Managing Member.

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3. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of this limited liability company, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall not result in the dissolution of this limited liability company. Rather, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company notwithstanding the foregoing events.

4. No person or entity can become a member of the limited liability company, whether through the sale of a membership unit or through the resale of a membership unit by an existing member unless the following conditions have first been met:

(a) The proposed new member must be an individual or entity meeting the profile of a subscriber under the private placement exemption pursuant to the Rules under the Securities Act of 1933, and the rules and regulations of the United States Securities and Exchange Commission.

(b) For a transfer of an existing membership unit, the selling member must first provide notice of the pending sale to the limited liability company and the limited liability company must then be afforded the right of exercising its right of first refusal or, in the event it elects not to exercise its right of first refusal, then the limited liability company must be afforded the opportunity to determine that the purchasing person or entity meets the profile required under a private placement exemption and that the purchasing person or entity receives full disclosures required under Regulation D under the Securities Act of 1933.

ARTICLE VI.

The management of the limited liability company shall be vested in a managing member. The members shall delegate day-to-day management responsibility to a managing member who must be a member of the limited liability company. The names and addresses of the initial member is:

Mr. Kambiz Rouhani 7227 Augusta Boulevard
Seminole, Florida 33777

ARTICLE VII.

The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the Managing Member of the company. Regulations adopted by the Managing Member may be repealed or altered and new regulations may be adopted by a majority vote of all of the members. There shall be one vote for each membership unit issued. The

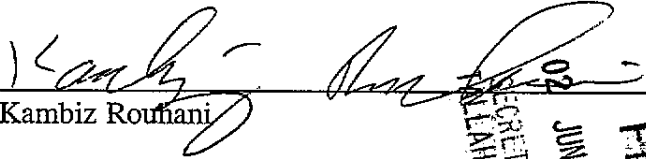
members by a majority vote may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the Managing Member. The regulations may contain any provisions for the regulation and management of the affairs of this limited liability company not inconsistent with the law or the Articles of Organization.

ARTICLE VIII.

1. The limited liability company shall indemnify any individual or entity made a party to a proceeding because he, she or it was a member of the limited liability company against liability incurred in the proceedings if (a) he, she or it conducted himself, herself or itself in good faith; (b) he, she or it reasonably believed that his, her or its conduct was in the limited liability company's best interest; and (c) in the event of any criminal proceeding, he, she or it had no reasonable cause to believe that his, her or its conduct was unlawful.

2. The limited liability company shall pay for or reimburse the reasonable expenses incurred by any of its members who is a party to a proceeding in advance of the final disposition of the proceeding if (a) the individual or entity furnishes the limited liability company a written affirmation of his, her or its good faith belief that it has met the standard of conduct described herein; (b) the individual or entity furnishes the limited liability company a written undertaking executed personally or on his, her or its behalf to repay the advance if it is ultimately determined that he, she or it did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law. The undertaking required by this paragraph shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment. The indemnification in advance of expenses authorized herein shall not be exclusive to any other rights to which any member may be entitled under any bylaw, agreement, vote of members or otherwise. These Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses to an individual or entity who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law. In addition to the foregoing, the limited liability company shall indemnify and save the organizers harmless in all acts taken by them as organizers of the limited liability company and shall pay all costs and expenses incurred by or imposed upon them as a result of the same including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on account of acting as organizers or on account of enforcing the indemnification rights hereunder and the limited liability company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, for the purpose of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this 6-21-02 day of June, 2002.

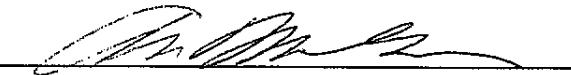

Kambiz Rouhani

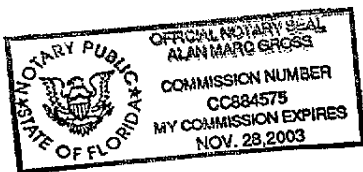
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 21 day of June, 2002, by **Kambiz Rouhani**, who ☒ is personally known to me or ☐ has produced ☐ a Florida driver's license or ☐ _____ as identification.

My Commission Expires:

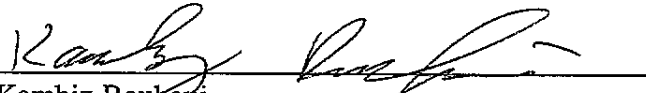

Notary Public (SEAL)



(Legibly print name of notary public on this line)

ACCEPTANCE

Having been named as Registered Agent for **SPY ELECTRONICS, L.L.C.** I hereby state that I am familiar with and accept the duties and responsibilities of the position of Registered Agent for this limited liability company.


Kambiz Rouhani