

Division of Corporations

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LIMITED LIABILITY COMPANY

HUMMINGBIRD TIRE MONITOR, LLC

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 29, 2002

EMPIRE

SUBJECT: HUMMINGBIRD TIRE MONITOR, LLC
REF: W02000025120

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ARTICLES OF ORGANIZATION OF
HUMMINGBIRD TIRE MONITOR, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby certifies that he and another have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be, Hummingbird Tire Monitor, LLC, and its principal place of business shall be 300 71st Street, Suite #430, Miami Beach, FL 33141.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do, including, but not limited to:
 - a) to carry on a general investment and management advisory business relating to investments and the operation of businesses, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof;
 - b) to maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind;
 - c) to furnish business investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, investments, bank accounts, and finances;

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d) to buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual and/or corporate business, projects and developments;

e) to research, evaluate and investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others;

f) to engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of individual, industrial and commercial enterprises;

g) to advertise and promote merchandise and otherwise furnish the services authorized herein. To negotiate and contract with respect to furnishings of the same for or on behalf of any person, firm or corporation, domestic or foreign. To enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities;

h) to buy, sell, import, export, distribute and generally deal in and with goods, wares, and merchandise of every kind, sort and description, [including, but not limited to whiskies, gins, rums, brandies, cordials, wines, spirits, alcohol and alcoholic liquors of all kinds, under such supervision, regulations and conditions and subject to such restrictions as may be imposed by State, City and Federal laws.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or as otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency,

JONAS AND SILBERMAN, P.A.

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representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III
CAPITAL CONTRIBUTIONS

Capital contribution in the aggregate amount of \$100.00 Dollars cash shall be paid to the limited liability company by the two (2) members according to their ownership shares as reflected in the Members Agreement, to wit: Brent Ellis and Aline Ellis as to a 55% ownership interest, and Jaldo Nery as to 45% ownership interest. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV
PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to each member's capital contribution. The distributive share of the profits shall be determined and paid to the members as agreed upon by the members from time to time.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if such sources are insufficient to cover such losses, by the member in proportion to each member's capital contribution.

JONAS AND SILBERMAN, P.A.

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**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI
DURATION**

This limited liability company shall exist in for a period of thirty years, commencing with the filing of these articles with the Secretary of State.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this limited liability company shall be located at 300 71st Street, Suite #405, Miami Beach, FL 33141.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 300 71st Street, Suite #405, Miami Beach, FL 33141, and the name of its initial registered agent at such address is Jaldo Nery.

**ARTICLE IX
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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The undersigned, being one of the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Hummingbird Tire Monitor, LLC

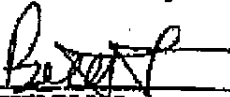
ARTICLE X
MANAGEMENT

This limited liability company shall be managed by members who shall serve as managers until the first annual meeting or members or until their successor are elected and qualify. The name and address of the initial managers are as follows.

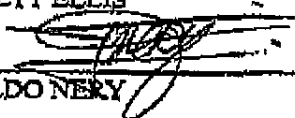
Brett Ellis
300 71st Street, Suite #405
Miami Beach, FL 33141

Jaldo Nery
300 71st Street, Suite #405
Miami Beach, FL 33141

Executed by the undersigned at Miami, Florida on August 28, 2002.



BRETT ELLIS



JALDO NERY

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of Hummingbird Tire Monitor, LLC, a Florida Limited Liability Company, and is familiar with, and accepts, the obligations of that position.

Dated this 28th day of August, 2002.



JALDO NERY

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