

LO 20000 27037

BECKER & POLIAKOFF, P.A.

5201 Blue Lagoon Drive
Suite 100
Miami, Florida 33126
Phone: (305) 262-4433 Fax: (305) 262-4504
Toll Free (800) 533-4874

Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
U.S. Toll Free: (800) 432-7712
bp@becker-poliakoff.com

Boca Raton*

Ft. Myers

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Miami
Maximilian J. Schenk,
M.P.A., J.D., LL.M.
Direct Dial: (305) 260-1017
mschenk@becker-poliakoff.com

October 9, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: **HK-SOFTWARE, LLC**
Our File No.: K01190/080806

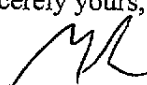
Dear Sir or Madam:

Transmitted herewith are the Articles of Organization for the above-referenced Corporation.

Upon filing, please provide the undersigned with a filing receipt. The appropriate fee in the amount of \$125.00 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,


Maximilian J. Schenk
For The Firm

MJS1/do
Enclosures - Articles of Organization
Check
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
HK-SOFTWARE, LLC

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company (the "Company") shall be **HK-Software, LLC**.

ARTICLE II - DURATION

The Company shall have perpetual existence unless sooner dissolved as provided by law or in the operating agreement of this company.

ARTICLE III - PURPOSE

The Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV - INITIAL PLACE OF BUSINESS

The initial principal place of business and mailing address of the Company are the same and shall be 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

**ARTICLE V - REGISTERED OFFICE
AND REGISTERED AGENT**

The registered office of the Company shall be 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be **Alexander Reus, Esq.**

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Membership, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

ARTICLE VII - INITIAL MEMBERS

The names and addresses of the initial members are as follows:

Holger Klemt
Huntestrasse 15
D-26135 Oldenburg
Germany

Andrea Armbruster
Huntestrasse 15
D-26135 Oldenburg
Germany

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TALLAHASSEE, FLORIDA

ARTICLE VIII - MANAGEMENT OF BUSINESS

The Company is a member-managed company. The following members shall manage the business of the Company:

Holger Klemt
Huntestrasse 15
D-26135 Oldenburg
Germany

Andrea Armbruster
Huntestrasse 15
D-26135 Oldenburg
Germany

ARTICLE IX -

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless a majority of the Membership Interests, consent to continue the business of the Company, or by amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE X - REGULATIONS

At the time of executing these Articles of Organization, the members of the Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

ARTICLE XI - AMENDMENTS

These articles may be amended from time to time by consent of the majority of the Membership Interests, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 30th day of September 2002.



Holger Klemt
Managing Member

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TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **HK Software, LLC**, as stated in the Articles of Organization.



Alexander Reus, Esq.
Registered Agent