

JAN-29-2003 WED 03:09:41

Division of Corporations

FAX

P. 01

Page 1

L03 000003515

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000036611 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : IL9980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

03 JAN 29 11 48:23

FILED

LIMITED LIABILITY COMPANY

ROI Systems, LLC

RECEIVED
03 JAN 30 AM 8:00
DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

L03-3515
gl

(H03000036611 9)

**ARTICLES OF ORGANIZATION
OF
ROI SYSTEMS, LLC**

The undersigned (the "Member") acting as the sole organizer of ROI SYSTEMS, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is ROI SYSTEMS, LLC (the "Company").

ARTICLE II - Address:

The mailing address and principal office address of the limited liability company is 408 Summit Ridge Place, Suite 202, Longwood, Florida 32779.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager(s), and the names and addresses of the managers who are to serve as initial managers until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert L. Reich	409 Summit Ridge Place Suite 305 Longwood, Florida 32779
Joseph P. Kubisak	209 Stratford Drive Winter Springs, Florida 32708
Barton J. Opsahl	4232 Pecan Lane Orlando, Florida 32812

FILED
JAN 29 2003
CLERK OF DISTRICT COURT
FLORIDA

(H03000036611 9)

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Robert L. Reich, and the street address of the Company's registered agent is 408 Summit Ridge Place, Suite 202, Longwood, Florida 32779. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

(H03000036611 9)

FILED
JAN 29 2003
11:08:25
CLERK OF DISTRICT COURT
JAN 29 2003
11:08:25
CLERK OF DISTRICT COURT

JAN-29-2003 WED 03:10 PM

FAX NO.

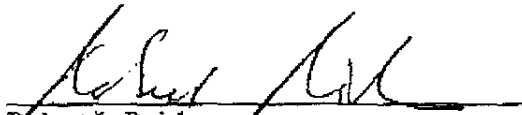
P. 04

(H03000036611 9)

ARTICLE X - Member Interests:

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 29th day of January, 2003.


Robert L. Reich

03 JAN 9 PM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(H03000036611 9)

(H03000036611 9)

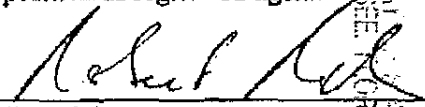
**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is ROI SYSTEMS, LLC.
2. The name and address of the registered agent and its office is:

Robert L. Reich
409 Summit Ridge Place
Suite 305
Longwood, Florida 32779

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.


Robert L. Reich

Dated this 29th day of January, 2003.

(H03000036611 9)

JAN-29-2003 WED 03:10 PM

FAX NO.


P. 06

(H03000036611 9)

CONSENT

The undersigned, Robert L. Reich, incorporator, sole director and shareholder of ROI Systems, Inc., a Florida corporation, registered under Document Number P03000003327, hereby consents to the use of the name ROI Systems, LLC, by Robert L. Reich, Joseph P. Kubisak and Barton J. Opsahl.

Dated this 29th day of January, 2003.


Robert L. Reich

03 JAN 29 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(H03000036611 9)