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(Requestor's Name)

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(City/State/Zip/Phone #)

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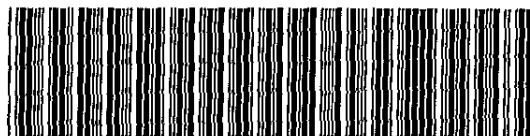
(Business Entity Name)

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*Law Offices of*  
*Bradford J. Lam, P.L.L.C.*

Bradford J. Lam, Esq.  
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140 E. 19th Ave.  
Suite 300  
Denver, CO 80203-1013

February 18, 2003

Florida Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **EquipAssure Marketing, LLC**, a Florida limited liability company,  
to be formed.

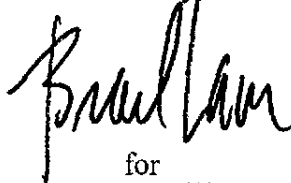
Dear Sir or Madam:

Enclosed for filing please find two originally signed copies of the Articles of Organization for the above referenced limited liability company to be formed. If you find that the Articles of Organization are in order, please file the originals with the Secretary of State. Also enclosed is our check number 1197 in the amount of \$125.00 payable to the Secretary of State to cover your filing fee.

Also enclosed are two additional, signed copies of the Articles of Organization and two return envelopes. Please conform these copies and return them in the return envelopes.

Thank you for your attention to the above. Should you have any questions, please call the undersigned.

Sincerely,



for

Law Offices of Bradford J. Lam, P.L.L.C.

Encls.

Cc: Mr. Mike Dunlap

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**ARTICLES OF ORGANIZATION**  
**OF**  
**EQUIPASSURE MARKETING, LLC**

The undersigned natural person over the age of eighteen, hereby forms a limited liability company under the Florida Limited Liability Company Act and adopts as the Articles of Organization of such limited liability company the following:

**ARTICLE I**  
**NAME.**

The name of the limited liability company shall be EquipAssure Marketing, LLC (hereinafter referred to as the "Company").

**ARTICLE II**  
**DURATION.**

The period of its duration shall be unlimited commencing from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida. The remaining Members of the Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the Company upon majority agreement and as provided in the Operating Agreement of the Company.

**ARTICLE III**  
**PURPOSE.**

EquipAssure Marketing, LLC's business and purpose shall consist of all lawful activities without limit permitted of a limited liability company formed under the laws of this jurisdiction.

**ARTICLE IV**  
**BUSINESS ADDRESS.**

The address of the initial principal place of business is: 1156 Weybridge Lane, Dunedin, Florida 34698.

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**ARTICLE VI  
REGISTERED AGENT.**

The name, signature and business address of the initial registered agent in Florida are:

Michael Dunlap  
1156 Weybridge Lane  
Dunedin, FL 34698



(Signature of Registered Agent)

**ARTICLE VII  
ORGANIZER.**

The name and business address of the organizer are:

Michael Dunlap  
1156 Weybridge Lane  
Dunedin, FL 34698

**ARTICLE VIII  
CAPITAL ACCOUNT.**

Capital accounts shall be established for each Member. The Company is authorized to issue units of membership interest in the form and denomination that the Managers of the Company shall determine.

**ARTICLE IX  
MANAGEMENT.**

Management of the Company shall be by or under the authority of the Members. Except as otherwise provided in these Articles of Organization or in the Operating Agreement, each Member shall have the right to act for and bind the Company in the ordinary course of its business. The Members may from time to time appoint Persons to act on behalf of the Company and may hire employees and agents and appoint officers to perform such functions as from time to time shall be delegated to such employees, agents and officers of the Members.

Management of the Company shall be further as provided for in the Operating Agreement adopted by the Member.

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**ARTICLE X  
INITIAL MEMBER.**

The name and business address of the initial Member who is to serve on the Board of Managers until the first annual meeting of the Members or until its successors are elected and qualified is:

Michael Dunlap  
1156 Weybridge Lane  
Dunedin, FL 34698

**ARTICLE XI  
TITLE TO COMPANY PROPERTY.**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no member shall have any ownership interest in any Company property in its individual name or right, and each member's membership interest shall be personal property for all purposes.

**ARTICLE XII  
EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY OF A MEMBER.**

To the extent permitted by applicable law, the bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, personal representative, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any membership interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

**ARTICLE XIII  
SEPERATENESS / OPERATIONS MATTERS.**

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;

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(d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(h) conduct business in its own name, and use separate stationery, invoices and checks;

(i) not commingle its assets or funds with those of any other person;

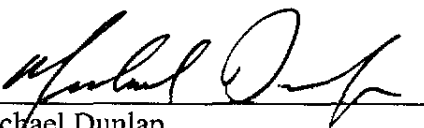
(j) not assume, guarantee or pay the debts or obligations of any other person;

(k) correct any known misunderstanding as to its separate identity;

(l) not permit any affiliate to guarantee or pay its obligations (other than limited guarantees set forth in the Deeds of Trust or related documents); and

(m) not make loans or advances to any other person.

Executed this 18<sup>th</sup> day of February, 2003.

  
Michael Dunlap  
Organizer of EquipAssure Marketing, LLC

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