

Florida Department of State  
Division of Corporations  
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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## LIMITED LIABILITY COMPANY

lorenzi north america, llc

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**ARTICLES OF ORGANIZATION**

**OF**

**LORENZI NORTH AMERICA, LLC**

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The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I – NAME**

The name of the limited liability Company shall be **LORENZI NORTH AMERICA, LLC**, ("Company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Company is 6245 N. Federal Highway, Suite 300, Ft. Lauderdale, Florida 33308.

**ARTICLE III – DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in the regulations.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida are CHRISTOPHER T. HARKINS, 6245 N. FEDERAL HIGHWAY, SUITE 300, FORT LAUDERDALE, FLORIDA 33308.

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## **ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company in accordance with the Operating Agreement.

## **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the majority consent of all the members, or as provided in the Operating Agreement.

## **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the written consent of a majority of the members of the Company and on such terms and conditions as shall be determined by a majority of the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a majority of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## **ARTICLE VIII -- MANAGEMENT**

The Company shall be managed by a manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these

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Articles of Organization. The name and address of the initial manager of the Company are:

BRUCE NAGER  
6245 N. FEDERAL HIGHWAY, SUITE 300  
FT. LAUDERDALE, FLORIDA 33308

IN WITNESS WHEREOF, the undersigned organizers has made and subscribed these Articles of Organization at Fort Lauderdale, Florida, on Oct. 20 2003.

B. Nager  
BRUCE NAGER, Manager

Sworn to (or affirmed) and subscribed before me this 20 day of October 2003 by **BRUCE NAGER**.



Billie F. Pomnier  
MY COMMISSION # 0089226 EXPIRES  
March 28, 2006  
I HEREBY CERTIFY THAT I AM A NOTARY PUBLIC

Billie F. Pomnier  
Notary Public, State of Florida  
Billie F. Pomnier  
Print Name

Personally known X OR produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_

APPROVED  
AND  
FILED  
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NOTARY PUBLIC  
STATE OF FLORIDA

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

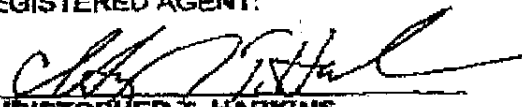
Under the provisions of F.S. 808.415, **LORENZI NORTH AMERICA, LLC**, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **LORENZI NORTH AMERICA, LLC**,
2. The name and street address for the Registered Agent in Florida are:

**CHRISTOPHER T. HARKINS  
5245 N. FEDERAL HIGHWAY, SUITE 300  
FORT LAUDERDALE, FLORIDA 33308**

The undersigned, being the person named in the Articles of Organization of **LORENZI NORTH AMERICA, LLC**, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees 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 the position of Registered Agent.

REGISTERED AGENT:

  
**CHRISTOPHER T. HARKINS**

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APPROVED  
AND  
FILED

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CLERK OF DISTRICT COURT  
ADAMS COUNTY, MISSISSIPPI

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