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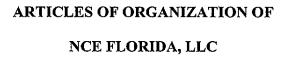
CECHTASSEE STATE (CLAUDE R. WALKER, ESQ.)
HUEY, GUILDAY & TUCKER, P.A) P. O. BOX 12500 TALLAHASSEE, FL 32317-2500 Address Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. NCE Florida, LLC (Corporation Name) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) 1 Pick up time 224-7091 W Will wait Mail out L Photocopy Certificate of Status NEW FILINGS AMENDMENTS Profit Amendment Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal **Domestication** Other Merger REGISTRATION OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name

Limited Partnership

Reinstatement Trademark

Other

Name Reservation





A FLORIDA LIMITED LIABILITY COMPANY

- 1. <u>Name.</u> The name of the Limited Liability Company is NCE FLORIDA, LLC, a Florida limited liability company (the "Company").
- 2. <u>Duration.</u> The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
- 3. <u>Purpose.</u> The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
- 4. <u>Place of Business.</u> The address of the Company's place of business and mailing address in the State of Florida is 728 S.W. 4 Place, Suite 103, Ft. Lauderdale, Florida 33312-2595.
- 5. <u>Registered Agent and Office.</u> The name of the initial registered agent of the Company is Molly J. Hughes. The street address of the initial registered agent of the Company is 728 S.W. 4 Place, Suite 103, Ft. Lauderdale, Florida 33312-2595.
- 6. <u>Contributions to the Company.</u> The total amount of cash initially contributed to the company by the members is \$100.00. No additional contributions have been agreed upon.
- 7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
- 8. <u>Termination of Membership.</u> 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 in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all remaining Members of the Company.

9. <u>Management of the Company.</u> The management of the Company is to be with a manager. The Company shall be managed in accordance with the regulations and operating agreement adopted by all of the initial members. The name and address of the initial manager is:

Molly J. Hughes 728 S.W. 4 Place, Suite 103 Ft. Lauderdale, FL 33312-2595

10. <u>Initial Members.</u> The initial members of the Company are:

Molly J. Hughes 728 S.W. 4 Place, Suite 103 Ft. Lauderdale, FL 33312-2595 National Capital Engineering Limited 100 Craig Henry Drive, Suite 202 Ottawa, ON K2G 5W3

- 11. <u>Regulations.</u> The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
- 12. <u>Transfer of Interest.</u> No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members unless such member shall have first complied with the Right of First Refusal provisions of the regulations adopted by the members.
- 13. <u>Certificated Interests.</u> The members' interests in the Company may be evidenced by certificates.
- 14. <u>Contracting Debts.</u> The consent of all members shall be required to borrow any money or encumber the Company's property.

The undersigned executed these Articles of Organization effective as of the 26th day of May 2004.

Member: MOLLY J. HUGHES

STATE OF FLORIDA : COUNTY OF Sloward:

I HEREBY CERTIFY that on this 26th day of May 2004, before me personally appeared Molly J. Hughes, who is personally known to me and who executed the foregoing before me for the purposes therein expressed.

NOTAKY Ø

My Commission Expires:

Dec. 10, 2005

Mary J. Hughes
My Commission DD077583

ACCEPTANCE AS REGISTERED AGENT OF CORPORATION

HAVING BEEN named Registered Agent and designated to accept service of process for the within named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

MOLLY J. HUGHES

Dated: May 26, 2004