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60p

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Meister Communications, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

David W. Adams  
(Name of Person)

Broad and Cassel  
(Firm/Company)

100 North Tampa Street, Suite 3500  
(Address)

Tampa, FL 33602  
(City/State and Zip Code)

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For further information concerning this matter, please call:

David W. Adams at (813) 225-3020  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

MAILING ADDRESS:  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION**

**OF**

**MEISTER COMMUNICATIONS, LLC**

The undersigned, acting as the organizer of Meister Communications, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt, the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is Meister Communications, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 100 N. Tampa Street, Suite 3500, Tampa, Florida 33602.

**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 – Member(s):**

The sole Member of the Company shall be Meister Electronic GMBH, Koeln.

**ARTICLE V - Admission of Additional Members:**

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

**ARTICLE VI - Management:**

The Company is to be managed by a Manager, except as provided in the Operating Agreement. The Manager shall be elected as described in the Operating Agreement. The name of the initial Manager is:

René Stoffels

Kolnerstrasse 37  
51149 Koeln  
Germany

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**ARTICLE VII - 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, Florida Statutes.

**ARTICLE VIII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be:

David W. Adams  
100 N. Tampa Street, Suite 3500  
Tampa, Florida 33602

**ARTICLE IX - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE X - Indemnification:**

Each individual or entity who is or was a member or 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 member or 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 the 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 member, manager or officer existing at the time of such repeal or amendment.

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**ARTICLE XI – Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF the undersigned Authorized Representative has executed these Articles of Organization as of the 8<sup>th</sup> day of April, 2005.

  
Fritz E. Meister, Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 Meister Communications, LLC.
2. The name and address of the registered agent and office is:

David W. Adams  
100 N. Tampa Street, Suite 3500  
Tampa, Florida 33602

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 8<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
David W. Adams

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