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LIMITED LIABILITY COMPANY

globe-usa, llc

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ARTICLES OF ORGANIZATION
OF
GLOBE-USA, LLC
A Florida Limited Liability Company

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PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited company shall be: GLOBE-USA, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principle office of the limited company shall be:

1975 E Sunrise Blvd, Suite 425
Ft. Lauderdale, FL 33304

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited company is:

- (1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

This limited company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida, including, but not limited to, power to:

- (1) Make and enter into all contracts necessary and proper for the conduct of its business.

Prepared by:
David M. Scheinman, C.P.A., P.A.
11919 SW 42nd Court
Davie, Florida 33330
(954) 577-3944

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(2) Conduct business, have one or more Members with interest in the I.C., or more officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this State, 18 and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

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(3) Purchase the corporate assets of any corporation and engage in the same character of business.

(4) Acquire, take, hold, sell and dispose of patents, copyrights, trademarks and any licenses or other assets or interests thereunder of therein.

(5) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payments of any indebtedness or liability to it.

(6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other limited company, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the limited company, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Management may deem expedient; and

(a) Provide in such instruments for transferring Corporate property of every kind and then nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of the property by virtue of any such instrument or of any foreclosures, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(8) Lend and advance money, extend credit, take notes and any kind of nature of evidence of indebtedness therefore.

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(9) Make gifts for educational, scientific or charitable purposes.

(10) Enter into general partnership, limited partnership (whether the limited company be a limited or general partner), joint ventures, syndicates, pools, associates, and other arrangements for carrying on one or more of the purposes set forth in its Article of Organization, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

ARTICLE V
TERM OF EXISTENCE

This limited company shall exist perpetually.

ARTICLE VI
MEMBERS WITH INTEREST IN L.C. AND MANAGEMENT

The business of this limited company shall be conducted by the following Management Group designated by the Members with interest in the L.C. for such purpose. Corporate action shall be approved by a majority vote of the members of the Management Group.

NAME:	MANAGEMENT POSITION:	ADDRESS:
Michael Reilly	President	1975 E Sunrise Blvd, Suite 425 Ft. Lauderdale, FL 33304
Michael Reilly	Vice - President	1975 E Sunrise Blvd, Suite 425 Ft. Lauderdale, FL 33304

ARTICLE VII
ORGANIZING MEMBERS OF THE L.C.

The name and address of the person signing these Articles of Organization on behalf of the organizing members is:

ORGANIZING MEMBER:	ADDRESS:
Michael Reilly President of Globe Electronics, Inc.	1975 E Sunrise Blvd, Suite 425 Ft. Lauderdale, FL 33304

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ARTICLE VIII
CONTINUANCE OF MEMBERSHIP AND RIGHTS
OF MEMBER IN CASE OF TERMINATION

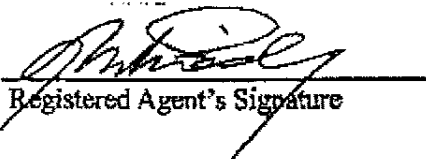
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In case of death, retirement, resignation or dissolution of a member of the occurrence of any event, which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member were still a participating member. Upon such occurrence the former member or his heirs, designee, trustee or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period, which shall be conclusive. At the end of such distribution period the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of said member at the then current value payable in five (5) equal annual installments. Current value shall be defined by the company's accountants which determination shall also be final.

ARTICLE IX
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

Michael Reilly
1975 E Sunrise Blvd, Suite 425
Ft. Lauderdale, FL 33304

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 or 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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE X
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager managed company.

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ARTICLE XI
EFFECTIVE DATE

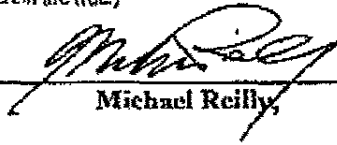
The effective date of these Articles of Organization is August 12, 2005.

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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Michael Reilly,

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Michael Reilly, and to me known to be the person who executed the foregoing Articles of incorporation, and acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____

Notary Public

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