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FLORIDA/FOREIGN LIMITED LIABILITY CO

Surplus Solutions, LLC

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**ARTICLES OF ORGANIZATION  
OF  
SURPLUS SOLUTIONS, LLC**

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this limited liability company shall be **SURPLUS SOLUTIONS, LLC** (hereinafter the "Company")

**ARTICLE II - PURPOSE**

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

**ARTICLE III - DURATION**

This Company shall have perpetual existence.

**ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE**

The mailing and street address and location of the principal offices of the Company shall be **302 Knights Run Avenue, Two Harbour Place, Suite 930, Tampa, Florida 33602**, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

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**ARTICLE V - REGISTERED AGENT**

The name and street address of the initial registered agent of this Company shall be American Information Services, Inc., c/o Marshall R. Burack, Esq., One SE Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE VI - MEMBERSHIP**

This Company shall have four (4) Members initially. The names and addresses of the initial members are:

Eric P. Frantzen  
302 Knights Run Avenue  
Suite 930  
Tampa, FL 33602

Blair Frantzen  
302 Knights Run Avenue  
Suite 930  
Tampa, FL 33602

Steven Schmidt  
302 Knights Run Avenue  
Suite 930  
Tampa, FL 33602

Michael Via  
302 Knights Run Avenue  
Suite 930  
Tampa, FL 33602

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

**ARTICLE VII - MANAGEMENT**

The management of the affairs of this Company shall be performed by a Manager appointed by the Member, unless at such future date, the Members unanimously agree in writing to have this Company managed by a the members, a managing member or otherwise.

**ARTICLE VIII - ANNUAL MEETING**

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The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

#### ARTICLE IX - POWERS

This Company shall have all the powers enumerated in the Florida Limited Liability Company Act.

#### ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

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#### ARTICLE XI - CONTINUATION OF EXISTENCE

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 remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

#### ARTICLE XII - REGULATIONS OR OPERATING AGREEMENT

At a later date, the Members, if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be

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repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

**ARTICLE XIII - CONTRIBUTIONS**

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in the Regulations or Operating Agreement.

**ARTICLE XIV - ADDITIONAL CONTRIBUTIONS**

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged and filed the foregoing Articles of Organization under the existing laws of the State of Florida.

SURPLUS SOLUTIONS, LLC

By: K. A. DiTanna  
Kevin A. DiTanna,  
Authorized Representative of Company

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of January, 2006, by KEVIN A. DITANNA, who is personally known to me or who has produced identification.

Kathryn Berryman  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

KATHRYN BERRYMAN  
Notary Public, State of Florida  
My comm. exp. Jan. 17, 2008  
Comm. No. DD 085142

**STATEMENT OF ACCEPTANCE  
OF APPOINTMENT AS REGISTERED  
FOR  
SURPLUS SOLUTIONS, LLC**

Having been named in the Articles of Organization of SURPLUS SOLUTIONS, LLC to act as Registered Agent to accept service of process for the aforesaid company at the registered office of AMERICAN INFORMATION SERVICES, INC., located at 401 E. Jackson Street, Suite 1700, Tampa, FL 33602, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

AMERICAN INFORMATION SERVICES, INC.

By: Deborah L. Evans  
Deborah L. Evans,  
Assistant Secretary

DATE: January 8, 2006

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SECRETARY OF STATE

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 8th day of January, 2006, by Deborah L. Evans who is personally known to me or who has produced identification.

Kathryn Berryman  
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

KATHRYN BERRYMAN  
Notary Public, State of Florida  
My comm. exp. Jan. 17, 2006  
Comm. No. DD 085142