

Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

gerald motes equipment repair, llc

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3

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

GERALD MOTES EQUIPMENT REPAIR, LLC

The undersigned organizers hereby form this limited liability company pursuant to Chapter 608, Florida Statutes.

ARTICLE I - NAME:

The name of this Limited Liability Company is:

GERALD MOTES EQUIPMENT REPAIR, LLC

ARTICLE II - BUSINESS:

The business of this limited liability company is all business allowed under applicable laws of the State of Florida and the United States of America.

ARTICLE III - ADDRESS:

The initial mailing address and street address of the principal office of this Limited Liability Company is:

2525 Florida Street
West Palm Beach, Florida 33406

ARTICLE IV - MANAGEMENT:

The company shall be managed by its members; the initial member is:

Gerald A. Motes

ARTICLE V - RESTRICTION ON TRANSFER OF MEMBER INTEREST:

The transfer of a member's interest is restricted by applicable law and the company operating agreement.

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ARTICLE VI - REGISTERED AGENT

The registered agent to receive service of process for the company and location is:

Gerald A. Motes
2525 Florida Street
West Palm Beach, Florida 33406

ARTICLE VII - PREEMPTIVE RIGHTS

Any owner, upon the sale of any new issued ownership shares of this company, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

ARTICLE VIII - INDEMNIFICATION

The company shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as managers, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been managers, members, or officers, except in relation to matters as to which any such director, member, or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any bylaws, agreements or otherwise.

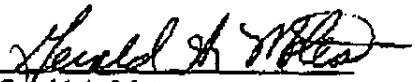
ARTICLE IX - LIMITATION OF MANAGERS' LIABILITY

A manager of this company shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as managers, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida limited liability companies' law. If the said law is amended after approval by the owners of this article to authorize company action further eliminating or limiting the personal liability of managers, then the liability of a manager of the company shall be eliminated or limited to the fullest extent permitted by applicable Florida or general law, and as amended from time to time without further action by the owner/members.

Any repeal or modification of this Article shall not increase the personal liability of any manager of this corporation for any act or occurrence taking place prior to such repeal or modification. The provision of this Article shall not be deemed to limit or preclude

indemnification of a manager by the corporation for any liability of a manager which has not been eliminated by the provisions of this article.

IN WITNESS WHEREOF, the undersigned member has executed these articles of organization on November 8, 2007 and in accordance with section 621.051, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Gerald A. Motes

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: Gerald Motes Equipment Repair, LLC
2. The name and the Florida address of the registered agent is: Gerald A. Motes, 2525 Florida Street, West Palm Beach, Florida 33406

Having been named as registered agent and to accept service of process for the above stated professional 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.


Gerald A. Motes

Dated: November 8, 2007

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