

W08000019486

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

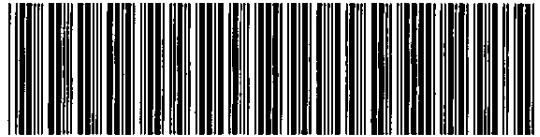
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000117978590

02/22/08--01012--020 **125.00

FILED

08 FEB 22 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 Thomas FEB 25 2008

**Law Offices of
FREDERICK C. BRAUN, P.A.**

**950 North Federal Highway, Suite 100
Pompano Beach, Florida 33062**

Telephone (954) 942 - 2246

Facsimile (954) 942-2241

February 19, 2008

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

**Re: filing of Articles of Organization for PETROLEUM TECHNICAL SOLUTIONS
OF FLORIDA, LLC**

Dear Sirs or Madames:

Please find enclosed herewith the original Articles of Organization for PETROLEUM TECHNICAL SOLUTIONS OF FLORIDA, LLC to be filed with your offices. I have also enclosed herewith a money order in the amount of \$125.00 for the filing of the articles of organization.

Thank you in advance for your time and assistance in this matter. If you have any questions or comments in connection with this request, please do not hesitate to call on me.

Very truly yours,


Frederick C. Braun, Esq.

FCB/rw

encl.

Cc: client

FILED
08 FEB 22 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF
ORGANIZATION OF**

PETROLEUM TECHNICAL SOLUTIONS OF FLORIDA, LLC.

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be PETROLEUM TECHNICAL SOLUTIONS OF FLORIDA, LLC. The mailing address and the street address of the principal office of the Limited Liability Company is: 1245 South Powerline Road, Unit 282, Pompano Beach, Florida 33069. The Limited Liability Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted under the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority-in-interest vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This Limited Liability Company shall be a manager-managed company. It shall be managed by one or more managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until a successor(s) is/are elected and qualified as follows:

MANAGER'S NAME	COMPLETE ADDRESS
DEIGHTON EDWARDS	1245 South Powerline Road, Unit 282, Pompano Beach, Florida 33069
DEREK EDWARDS	16 Fieldstone Drive, Unit 364 Hartsdale, New York 10530

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the Limited Liability Company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits. Profits and losses shall be allocated on the basis of the agreed value, as stated in the records of the Limited Liability Company, of the contributions made by each member to the extent such contributions have been received by the Limited Liability Company and have not been returned. The distributive share of the profits shall be determined and paid to the members annually.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the same manner as the allocation of profits.

ARTICLE VIII

DURATION

This Limited Liability Company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the articles or regulations adopted by the members.

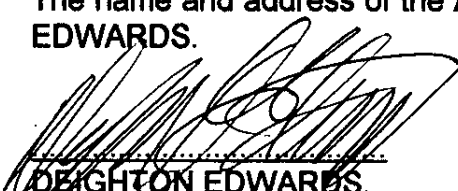
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the Company's initial registered agent is: FREDERICK C. BRAUN, ESQUIRE, 950 North Federal Highway, Suite 100, Pompano Beach, Florida 33062.

ARTICLE X

The name and address of the Authorized Representative signing these Articles is DEIGHTON EDWARDS.


DEIGHTON EDWARDS,
Authorized Representative


The undersigned, being a member or the authorized representative of a member of the Limited Liability Company, has executed these Articles of Organization of PETROLEUM TECHNICAL SOLUTIONS OF FLORIDA, LLC. this 15 day of February, 2008.


DEIGHTON EDWARDS,
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: February 15, 2008.


Frederick C. Braun, Esq.
Registered Agent

FILED
08 FEB 22 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA