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FLORIDA/FOREIGN LIMITED LIABILITY CO.

DV SQUARED & PROFESSIONAL BUILDING SYSTEMS -A JOINT VENTURE,

Certificate of Status Certified Copy 0 Page Count 03 Estimated Charge \$130.00

MAY 11 2009

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#### ARTICLES OF ORGANIZATION

OF

## DV SQUARED & PROFESSIONAL BUILDING SYSTEMS - A JOINT VENTURE, LLC

The undersigned initial managing member of the limited liability company hereby certifies that the Members, for the purpose of forming a limited liability company under the laws of the State of Florida, provided for the formation, rights, privileges, and immunities of a limited liability company for profit. The managing member further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

### ARTICLE I NAME

The name of the limited liability company shall be DV SQUARED & PROFESSIONAL BUILDING SYSTEMS - A JOINT VENTURE, LLC (the "Company").

## ARTICLE II ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company small 34395 Corporate Square, Naples, Florida 34104.

## ARTICLE III REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is Tollar Naples-Lawdock, Inc., 1395 Panther Lane, Suite 300, Naples, Florida 34109.

# ARTICLE IV DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Agreement.

### ARTICLE V MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The name and address of the Managing Member of the Company are DV SQUARED LLC, a Florida limited liability company, 4395 Corporate Square, Naples, Florida 34104. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law, this Instrument and the Florida Limited Liability Company Act.

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## ARTICLE VI RESTRICTIONS ON MEMBERSHIP

The initial Members shall have the right to admit new Members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

## **ARTICLE VII** MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the existence of the Company shall continue.

Executed this \_\_\_\_\_ day of May, 2009.

#### **MANAGING MEMBER:**

DV SQUARED LLC, a Florida limited liability company

Name: DAVID

MANAGUNG MEMISE

Title:

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# CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

THE NAME OF THE LIMITED LIABILITY COMPANY IS DV SQUARED & PROFESSIONAL BUILDING SYSTEMS - A JOINT VENTURE, LLC.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY IS NAPLES-LAWDOCK, INC., AND THE ADDRESS OF THE OFFICE OF THE REGISTERED AGENT IS 1395 PANTHER LANE, SUITE 300, NAPLES, FLORIDA 34109.

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of DV SQUARED & PROFESSIONAL BUILDING SYSTEMS - A JOINT VENTURE, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of the position of Registered Agent.

Date: May 8 , 2009