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CECRETARY OF STATE
ALLAHASSEF, FIORIE

D. BRUCE
AUG 19 2011
EXAMINER:

# **COVER LETTER**

TO: Registration Section Division of Corporat	ions				
<sub>SUBJECT:</sub> Capital Ma	achine Techr	nologies, LLC			
36562611		ed Liability Company			
The enclosed Articles of Organ	ization and fee(s) are	submitted for filing.			
Please return all correspondence	e concerning this mat	ter to the following:			
Robert H. Wi	llis, Jr.				
		Name of Person			
Skelton, Willis	s, Bennett &	Wallace, LLP			
		Firm/Company	<b>ಸ</b> ್ಪ.	٠	
259 Third Street North		E CR			
		Address	TAS TAS	<u></u>	الماري معادي
St. Petersburg,	FL 33701		.338 40 AV	70	
	Cit	y/State and Zip Code	FLORI	<b>5.3</b>	(127
ddebickero@cap		m for future annual report notification)		J	_
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For further information concern	ning this matter, please	e call:			
Robert H. Willis, Jr. at (727) 822-3907					
Name of Perso	n	Area Code & Daytime Telephone Number			
Enclosed is a check for the fo	ollowing amount:				
	Certificate of Status Certified Copy Certificate (additional copy is enclosed) Certified C		\$160.00 Filing For Certificate of State Certified Copy (additional copy is en	us &	
Regi Divi P.O.	ling Address stration Section sion of Corporations Box 6327 ahassee, FL 32314	Street/Courier Address Registration Section Division of Corporations Clifton Building 2661 Executive Center C Tallahassee, FL 32301			

# SKELTON, WILLIS, BENNETT & WALLACE, LLP

Attorneys at Law

259 Third Street North St. Petersburg, Florida 33701 Telephone: (727) 822-3907 Telefax: (727) 896-4100

Est. 1919

Peter R. Wallace Robert H. Willis, Jr.

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August 15, 2011

Mailing Address: Post Office Box 30 St. Petersburg, FL 33731

Byron M. Skelton 1891-1979 James P. Bennett 1918-2004 Robert H. Willis 1929-2008 Robert H. Willis, Jr. Telephone Ext. 111 rhwjr@swbwlaw.com

Registration Section
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

11 AUS 18 PM \$5.

Re: Articles of Organization for Capital Machine Technologies, LLC

Dear Sir or Madam:

I have enclosed the original, fully executed Articles of Organization for Capital Machine Technologies, LLC, for filing with the Florida Department of State.

Please note, Capital Machine Technologies, Inc. and Capital Machine Technologies, LLC have the same principal address, mailing address, registered agent, and directors.

I have also enclosed a check in the amount of \$125.00 payable to the Florida Department of State for the filing of the Articles of Organization and the Designation of Registered Agent.

Please return all correspondence concerning this matter to me at the above address. If there are questions or problems regarding this filing, please call me collect so that I may provide you with the information necessary to correct any deficiency.

Sincerely,

SKELTON WILLIS, BENNETT & WALLACE, LLP

Robert H. Willis, Jr.

RHWJR/le Enclosures

#### ARTICLES OF ORGANIZATION

#### **OF**

#### CAPITAL MACHINE TECHNOLOGIES, LLC

The undersigned, being a duly authorized representative of Members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization and hereby certifies:

## **ARTICLE I: NAME**

The name of the limited liability company is CAPITAL MACHINE TECHNOLOGIES, LLC (the "Limited Liability Company").

### ARTICLE II: ADDRESSES

The mailing address of the Limited Liability Company is 911 U.S. Highway 301 South, Tampa, Florida 33619. The street address of the principal office of the Limited Liability Company is 911 U.S. Highway 301 South, Tampa, Florida 33619.

#### ARTICLE III: DURATION

The period of duration for the Limited Liability Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually, unless terminated (i) by the unanimous vote of all Members of the Limited Liability Company or (ii) in accordance with the Limited Liability Company's Operating Agreement; provided always, however, that upon any such termination event, the existence and business of the Limited Liability Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Limited Liability Company.

#### ARTICLE IV: PURPOSE

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and State of Florida.

#### ARTICLE V: REGISTERED AGENT AND OFFICE

The Limited Liability Company designates 911 U.S. Highway 301 South, Tampa, Florida 33619, as the street address of the initial registered office of the Limited Liability Company and names Daniel J. DeBickero, as the Limited Liability Company's initial registered agent at that address to accept service of process within the State of Florida.

Having been named as registered agent and to accept service of process for the Limited Liability Company at the place designated in this Article V, 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 as provided for in Chapter 608, Florida Statutes.

Daniel J. DeBickero

Signature of Registered Agent Accepting the Appointment

#### ARTICLE VI: ADDITIONAL MEMBERS

Additional Members of the Limited Liability Company may be admitted upon the approval of the Members of the Limited Liability Company and otherwise in the manner set forth in the Operating Agreement of the Company.

#### ARTICLE VII: MANAGEMENT

The business of the Limited Liability Company shall be conducted, carried on and managed by no less than one (1) Manager, who shall be elected by the Members of the Limited Liability Company in the manner prescribed by and provided in the Operating Agreement of the Limited Liability Company. Such Managers shall also have the rights and responsibilities described in the Operating Agreement of the Limited Liability Company. The name and address of the initial Manager are as follows:

Daniel J. Pentaudi 911 U.S. Highway 301 South Tampa, Florida 33619.

Such Manager shall serve in such capacity until removed in accordance with the Operating Agreement. Pursuant to Section 608.4236 of the Act, the Manager has delegated certain of his rights and powers to manage and control the business and affairs of the Limited Liability Company to the Officers of the Limited Liability Company, subject to the terms of the Limited Liability Company's Operating Agreement. The initial Officers of the Limited Liability Company are as follows:

NAME

**OFFICE** 

Daniel J. Pentaudi 911 U.S. Highway 301 South Tampa, Florida 33619 President

Daniel J. DeBickero 911 U.S. Highway 301 South Tampa, Florida 33619

Vice President

Jonathan E. Kahrl 911 U.S. Highway 301 South Tampa, Florida 33619 Vice President

James N. Guagliardo 911 U.S. Highway 301 South Tampa, Florida 33619. Secretary/Treasurer

## ARTICLE VIII: OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Limited Liability Company shall be vested in the Members of the Limited Liability Company, in the manner otherwise prescribed by law and provided in the Operating Agreement of the Limited Liability Company.

# ARTICLE IX: LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to section 608.424 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent for the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

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.

[Intentionally Left Blank for Signature Page]



IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 15 day of August, 2011.

Daniel J. Delickero

Signature of Authorized Member - Organizer

Executing the Articles of Organization

The foregoing instrument was acknowledged before me this 15 day of August, 2011, by Daniel J. DeBickero, who is personally known to me and who did take an oath.

[Notary Seal or Stamp]

Print Name: Of JEmerson Notary Public—State of Florida My. Commission Expires:



