

195000000239

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

ONE BOCA PLACE

2295 BLADES ROAD

SUITE 342W

BOCA RATON, FLORIDA 33431

TELEPHONE (407) 884-4400

TELEFAX (407) 887-7173

2200 S.W. 11th Avenue, Suite 1000

MIAMI, FLORIDA 33135

TELEPHONE (305) 850-8555

TELEFAX (305) 850-4777

NEW RIVER CENTER, SUITE 1000

200 EAST LAS OLAS BOULEVARD

FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (305) 637-0060

TELEFAX (305) 632-0360

February 20, 1995

PLEASE REPLY TO
BOCA RATON OFFICE

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

01000014140181
-02/23/95--01096--001
***285.00 ***285.00

Re: Articles of Organization
of EIS Associates, L.C.

Dear Sirs:

Enclosed herein please find the original and one copy of the Articles of Organization for EIS Associates, L.C., Certificate of Designation of Registered Agent/Registered Office, Affidavit of Membership and Contributions and a check made payable to the Department of State for \$285.00 which reflects the fee for filing the enclosed documents.

Please stamp the copies of the above-referenced documents and return to me in the self-addressed stamped envelope which I am providing you with.

Should you have any questions do not hesitate to contact me.

Sincerely,

Barbara Tanella Hernandez

Barbara Tanella Hernandez
Paralegal

/BTH

cis.ltr/11874.001

Called 2/24/95

Kmp
3/27/95

FILED
95 FEB 24 PM 2:42
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
EIS ASSOCIATES, L.C.

FILED
20 FEB 24 PM 2:12
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member, for the purpose of forming a Limited Liability Company governed by Chapter 608, Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company shall be: EIS ASSOCIATES, L.C.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be:

Principal place of business: 2033 Wood Street
Suite 200
Sarasota, FL 34237

Mailing address: P.O. Box 3196
Sarasota, FL 34230

ARTICLE III - PERIOD OF DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office is:

Massoud Michael Mobarekeh
4687 San Siro Drive
Sarasota, Florida 34235

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Name

Address

EIS Holdings, Inc.

P.O. Box 3196
Sarasota, FL 34230

Massoud Michael Mobarokoh

4687 San Siro Drive
Sarasota, Florida 34235

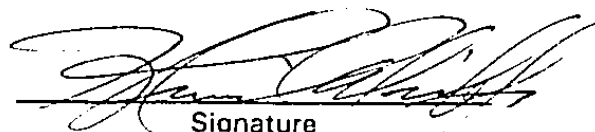
ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be subject to the written consent of all the remaining members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be subject to the written consent of all the remaining members which must number at least two.

The undersigned member or authorized representative of a member has executed these Articles of Organization this 16th day of February, 1995.



Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

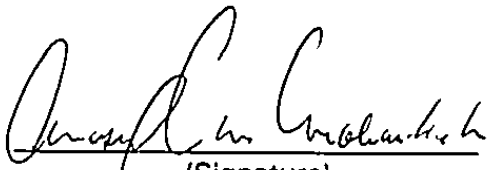
FILED
50 FEB 24 PM 2:10
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: EIS Associates, L.C.
2. The name and address of the registered agent and office is:

Massoud Michael Mobarek
4687 San Siro Drive
Sarasota, Florida 34235

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


(Signature)

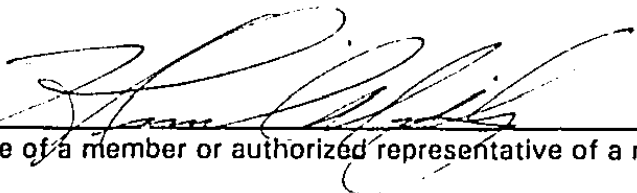
2/16/95
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of EIS ASSOCIATES, L.C. deposes and says:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$100.
3. If any, the agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$100.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Signature of a member or authorized representative of a member

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1998, If Dissolved, Minimum Amount Due To Reinstato: \$730.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
---	--

FILING FEE \$ 263.75	Annual Report \$100.00 + \$158.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
---------------------------------------	--

1. Name and Mailing Address of Limited Liability Company **DOCUMENT # L95000000239**

EIS ASSOCIATES, L.C.
~~P.O. BOX 3196~~
~~SARASOTA FL 34230~~

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business SAME		2a. Mailing Address PO Box 2740	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State Sarasota, FL	
Zip	Country	Zip 34230	Country A

1a. Principal Place of Business Address

2033 WOOD STREET
 SUITE 200
 SARASOTA FL 34237

3. Date Organized or Qualified 02/24/1995	3a. State of Formation FL
4. FEI Number 65-0557656	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$25 Additional Fee Required

7. Name and Address of Current Registered Agent MOBAREKEH, MASSOUD M 4687 SAN SIRO DRIVE SARASOTA FL 34235	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
--	---

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE _____ DATE _____

(If registered Agent Accepting Appointment: (RAC) Registered Agent's signature required when re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	EIS HOLDINGS, INC.	P.O. BOX 3196 N/A	SARASOTA FL
MGRM	MOBAREKEH, MASSOUD M	4687 SAN SIRO DRIVE	SARASOTA FL
Name Changed to: USA Systems Group, Inc.		PO Box 2740 - N/A	200001891132 -07/11/96--01061--004 ****263.75 ****263.75 Sarasota FL 34230

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: _____ 6/27/96 800-544-0027 ext. 309