

L95000000348

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED - STATE
SECRETARY OF CORPORATIONS
MAY -9 PM 11:23

EB 5/9/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 5-9 1100

RE: Trading Partners II,
LC

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>LC</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
	***582.50	***337.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Photo ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -9 AM 11:23

OF

TRADING PARTNERS II L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form Florida limited liability company pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I
NAME

The name of the limited liability company referred to in these Articles as "Company" shall be:

TRADING PARTNERS II L.C.

COMMENCEMENT DATE AND DURATION

This company shall commence on the date of the filing of these Article of Organization with the Florida Department of State, in accordance with the provisions of Section 608.409 (3) of the Act, and shall continue through December 31, 1999, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of the Managing Member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Written consent of the Managing Member.

ARTICLE III
PURPOSE

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

ARTICLE IV
PLACE OF BUSINESS

The principal place of business of this Company shall be 5509-A West Friendly Avenue, Greensboro, North Carolina 27410, and such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent for this Company shall be Nancy J. Cass, Esquire, and the address of the registered office and registered agent for service of process shall be 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606.

ARTICLE VI
CAPITAL CONTRIBUTIONS

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Thousand and No/100's Dollars (\$1,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members in cash and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII
ADMISSION AND WITHDRAWAL OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members and withdrawal of members shall be accomplished only by the approval of the Managing Member and in accordance with the terms of the Operating Agreement.

ARTICLE VIII
CONTINUATION OF BUSINESS

The Managing Member may, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX
MANAGEMENT OF BUSINESS

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

<u>Name</u>	<u>Address</u>
Kenneth A. Melton	5509-A West Friendly Avenue Suite 101 Greensboro, NC 27410

ARTICLE X
POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI
PROPERTY

(a) **Ownership.** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances.** The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances.** The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable whatsoever. Such execution shall be made by members holding a majority in interest of this Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature shall be used for

obtaining or conveying title to any real or personal property:

TRADING PARTNERS, II L.C.

By: _____
Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XIII
AMENDMENTS


These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII
REGULATIONS

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 1 day of May, 1995.


KENNETH A. MELTON


DIANE M. LINDSEY

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

BEFORE ME, the undersigned authority, personally appeared KENNETH A. MELTON, to me known to be the person described in and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed, and who notes as follows:

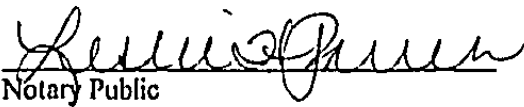
The undersigned member of TRADING PARTNERS II L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. The agreed value of property other than cash contributed by members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$10,000,000.00. This total includes amounts from 2. and 3. above.

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


KENNETH A. MELTON

WITNESS my hand and official seal in the County and State last aforesaid this 1
day of May, 1995.


Notary Public
My Commission Expires: Feb. 11, 1998

CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE MAY -9 AM 11:23

In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent is appointed as follows:

TRADING PARTNERS II L.C., with its principal office located at 5509-A West Friendly Avenue, Greensboro, North Carolina 27410, has named **NANCY J. CASS, ESQUIRE**, located at its registered office at 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, as its registered agent in the State of Florida to accept service of process within this State.

Dated: 5-1-95

TRADING PARTNERS II L.C.

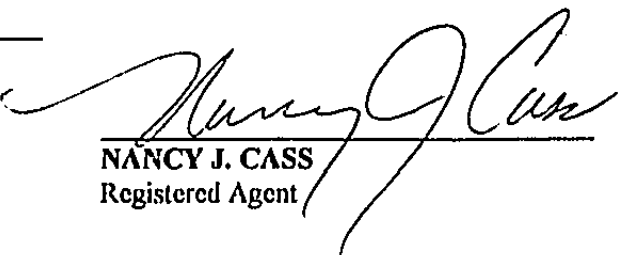


KENNETH A. MELTON

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above named limited liability company at the address designated in this Certificate, I accept the appointment as registered agent and agreed to act in this capacity.

Dated: 5/5/95



NANCY J. CASS
Registered Agent

CALIFORNIA

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

6/29/95
 ADH
 ADH
 ADH
 ADH
 ADH

*00308, 02311
 00672

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY RH _____

WALK-IN Will Pick Up 6:28 12pm

RE: Trading Partners II, LLC

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		
SUBTOTALS		

500001531055
 -07706795-01062-018
 *****175.00 *****52.50

Amend

FILED
 95 JUN 29 PM 4:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FEE.....	\$
DISBURSED.....	\$ 52.50
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthain
Secretary of State

RECEIVED
95 JUN 29 AM 9:00
DIVISION OF CORPORATIONS

June 28, 1995

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32302

SUBJECT: TRADING PARTNERS II L.C.
Ref. Number: L95000000348

We have received your document for TRADING PARTNERS II L.C. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

The document must contain the original date of filing/authorization in Florida.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 895A00031759

ARTICLES OF AMENDMENT
OF
TRADING PARTNERS II, L.C.

FILED
95 JUN 29 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to a unanimous vote of the Managing Member and all members of TRADING PARTNERS II, L.C., ARTICLE II of the Articles of Organization is amended to read as follows:

The original date of filing/authorization in Florida was May 9, 1995.

ARTICLE II: COMMENCEMENT DATE AND DURATION

This company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State, in accordance with the provisions of Section 608.409(3) of the Act, and shall continue through December 31, 1999, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

(1) Expiration of the term specified above;

(2) Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, including the Managing Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, including the Managing Member, unless the business of the Company is continued by consent of not less than a majority in interest of the remaining Members and the Managing Member; said consent to be voted on at a duly called special meeting, or no later than the next general meeting of the Company, if approved by the Managing Member or the Tax Matters Member within five business days of their receipt of written notification of the event of termination.

(3) Written consent of the Managing Member.


KENNETH A. MELTON
Managing Member

Date:

5/31/95

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 APR 29 PM 12:32

STATE
OF FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000348

TRADING PARTNERS II L.C.
5509-A WEST FRIENDLY AVE.
GREENSBORO NC 27410

1a. Principal Place of Business Address

5509-A WEST FRIENDLY AVE.
GREENSBORO NC 27410

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

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

SUITE 101

City & State

Suite, Apt. #, etc.

SUITE 101

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

05/09/1995

3a. State of Formation

FL

4. FET Number

56-1927053

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

SR 75 Additional Fee Required ☐

7. Name and Address of Current Registered Agent

CASS, NANCY J ESQ
324 HYDE PARK AVE., SUITE 375
TAMPA FL 33606

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

05/09/1995
05/09/1995

FL Zip Code 33606

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

(Registered Agent Accepting Appointment) (If 311, Registered Agent signature required when reappointing)

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGR

MELTON, KENNETH A

5509-A WEST FRIENDLY AVE.

GREENSBORO NC 27410

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:

Kenneth A. Melton

4/25/96

(910)852-7766

SIGNATURE AND PRINTED OR SHOT TYPED NAME OF REGISTERED AGENT OR MANAGER

Date

Daytime Phone #