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LAW OFFICES OF
ERNEST A. SEEMANN, Esq.

4729 Del Prado Boulevard
Cape Coral, Florida 33904
Tel.: (813) 540-7007; Telefax (813) 540-2154

June 2, 1995

100001507601
-06/07/95--01084---002
****285.00 ****285.00

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

VIA FEDERAL EXPRESS

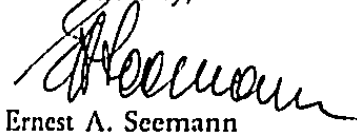
RE: BAIER INTERNATIONAL, L.C.

Gentlemen:

Enclosed herewith is an executed original and one photocopy of the Articles of Organization for the above referenced limited liability company and the required affidavit, together with our check for \$ 285.00. Please return the photocopy of the Articles with the log-in stamp via Federal Express. I have enclosed a prepaid Federal Express label.

Should you have any questions, please contact me.

Yours sincerely,


Ernest A. Seemann

EAS/PR
Encls.

Dmc
6/16/95

~~789, 625, 611, 677~~

~~445-172002~~

FILED
95 JUN 15 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 13, 1995

ERNEST A. SEEMANN
ATTORNEY AT LAW
4729 DEL PRADO BOULEVARD
CAPE CORAL, FL 33904

SUBJECT: BAIER INTERNATIONAL, L.C.
Ref. Number: W95000012002

We have received your document for BAIER INTERNATIONAL, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 195A00028920

ARTICLES OF ORGANIZATION
OF
BAIER INTERNATIONAL, L.C.

FILED
95 JUN 15 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company shall be
BAIER INTERNATIONAL, L.C.

ARTICLE II
DURATION

This Limited Liability Company shall exist for a period of THIRTY (30) YEARS commencing on the day of filing of these Articles in the offices of the Secretary of State.

ARTICLE III
PURPOSE

This Limited Liability Company is created for the purpose of holding real estate in the State of Florida, and to transact such other business as may be agreed by the members.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business of this Limited Liability Company shall be 2850 South Atlantic Avenue, #101, Cocoa Beach, Florida 32931, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Ernest A. Seemann, Esq., whose address is 4729 Del Prado Boulevard, Cape Coral, FL 33904.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of ONE THOUSAND DOLLARS (\$1,000.00) which will be contributed by members in the following amounts:

NAME	ADDRESS	CAPITAL
1) Paul Baier	Reiersbacher Straße 108 D-7592 Renchen-Ulm, Germany	\$240.00
2) Luise Baier	Reiersbacher Straße 108 D-7592 Renchen-Ulm, Germany	\$240.00
3) Dieter Baier	Reiersbacher Straße 108 D-7592 Renchen-Ulm, Germany	\$130.00
4) Martina Baier	Reiersbacher Straße 108 D-7592 Renchen-Ulm, Germany	\$130.00
5) Tanja Baier	Reiersbacher Straße 108 D-7592 Renchen-Ulm, Germany	\$130.00
6) Johannes Baier	Reiersbacher Straße 108 D-7592 Renchen-Ulm, Germany	\$130.00

No member shall be entitled to receive interest on his contribution to capital.

ARTICLE VI MANAGEMENT OF BUSINESS

Except as otherwise provided in these Articles of Organization), all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

ARTICLE VII REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company if decided by majority vote.

ARTICLE VIII PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by any member by majority in interest of all members at any time after the giving of thirty (30) days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice/a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

ARTICLE X TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of F.S. 608.432.

**ARTICLE XI
PROFITS AND LOSSES**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

**ARTICLE XII
ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a majority of the members.

**ARTICLE XIII (A)
WITHDRAWAL OR RETIREMENT OF MEMBER(S)**

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

**ARTICLE XIII(B)
EXPULSION OF MEMBER(S)**

a) **Grounds for Expulsion.** Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

- (1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;
- (2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;
- (3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or

(6) Any unlawful act causing damage to the Limited Liability.

b) **Notice.** On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

ARTICLE XIV

DISSOLUTION, WINDING UP, LIQUIDATION

a) **Causes of Dissolution.** This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members by a majority give their written consent to the continuance of the company:

1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.

2) Withdrawal, retirement or expulsion of a member.

3) Death, disability or bankruptcy of a member.

4) Unanimous written consent of the members.

b) **Right to Continue Business.** The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) **Payment if Limited Liability Company is Continued.** If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution; to his subsequent capital contributions; and to simple interest of seven (7%) percent on the foregoing amounts.

e) **Winding Up and Liquidation.** On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

ARTICLE XV

NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XVI

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on May 1, 1993.

Signed, sealed and delivered
in the presence of:

Ronate Lutz
Name: Ronate Lutz

Ronate Lutz
Name: Ronate Lutz

Ronate Lutz
Name: Ronate Lutz

Ronate Lutz
Name: Ronate Lutz

Ronate Lutz
Name: Ronate Lutz

Ronate Lutz
Name: Ronate Lutz

Paul Baier
Paul Baier

Luisa Baier
Luisa Baier

Dieter Baier
Dieter Baier

Martina Baier
Martina Baier

Tanja Baier
Tanja Baier

Johannes Baier
Johannes Baier, a minor
by Paul Baier, his father

City of Oberkirch
Land of Baden-Württemberg
Federal Republic of Germany)

Before me, a Civil Law Notary authorized by law to take oaths and acknowledgments, personally appeared Paul Baier who has produced German Passport No. 6756003056 D as identification; Luisa Baier who has produced German Passport No. 6756016519 as identification; Dieter Baier who has produced German Passport No. K 3188954 as identification; Martina Baier who has produced German Passport No. K1923269 as identification; Tanja Baier who has produced German Passport No. 6756013921 as identification; who executed the foregoing instrument, acknowledged before me that they executed the same, and who did not take an oath.

SEAL

Neuwirth,
Civil-Law Notary

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.

Ernest A. Seemann
Ernest A. Seemann


Unterschriftsbeglaubigung

Ich beglaubige die heute eigenhändig vor mir vollzogenen
Unterschriften der mir persönlich bekannten

1. Herrn Paul B a i e r ,
geboren am 26.10.1947,
2. Frau Luise B a i e r geb. Krechtlor,
geboren am 31.10.1946,
3. Herrn Dieter B a i e r ,
geboren am 25.08.1968,
4. Frau Martina B a i e r ,
geboren am 12.10.1971,
5. Frau Tanja B a i e r ,
geboren am 08.03.1976,

wohnhaft in D-77871 Renchen-Ulm, Reiersbacher Str. 108.

D-77704 Oberkirch, 22. Juni 1994
Notariat Oberkirch:



Neuwirth, Notarvertreter

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95 JUN 15 AM 8:51

AFFIDAVIT

BEFORE ME, the undersigned authority, appeared today ~~ITALIA~~ ^{SECRETARY OF STATE} ~~BAIER~~ ^{FLORIDA} personally known to me and who, after having been duly sworn, deposes and says:

1. My name is Paul Baier; my address is Reiersbacherstr. 108, D-77871 Renchen-Ulm, Germany.

2. I make this affidavit in compliance with Sec. 608.407(2) Florida Statutes as a member of the proposed Limited Liability Company BAIER INTERNATIONAL, L.C. and declare:

(a) The Limited Liability Company BAIER INTERNATIONAL, L.C., will have no less than two members, namely Paul Baier, Luise Baier, Dieter Baier, Martina Baier, Tanja Baier, and Johannes Baier, as recited in the Articles of Organization.

b) The actual amount of cash contribution is \$1,000.00 (One Thousand Dollars);

(c) The agreed value of any property other than cash contributed is approx. \$50,000.00.

(d) The potential total amount of cash and property anticipated to be contributed is approx. \$51,000.00.

3. I sign this Affidavit as a founding member of Baier International, L.C.

FURTHER AFFIANT SAYETH NAUGHT.

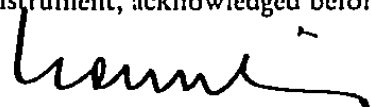


Paul Baier, member

City of Oberkirch)
Land of Baden-Wuerttemberg)
Federal Republic of Germany)

Before me, a Civil Law Notary authorized by law to take oaths and acknowledgements, personally appeared Paul Baier who has produced German Passport No. 6756003056 D as identification, who executed the foregoing instrument, acknowledged before me that he executed it, and who did not take an oath.

SEAL



Neuwirth, Civil Law Notary

Unterschriftabgleibung:

Ich beglaubige die heute eigenhändig vor mir vollzogene
Unterschrift des mir persönlich bekannten

Herrn Paul B o i e r , Schlossormoister,
geboren am 26.10.1947,

wohnhaft in 77704 Oborkirch, Reihersbacher Str. 100.

77704 Oborkirch, 22. Dezember 1994
Notarist Oborkirch:



Neuwirth, Notarvertreter



2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996, If Dissolved, Minimum Amount Due To Reinstale: \$738.75

APPROVED
AND
FILED

26 AUG 7 AM 10:49

STATE
OF FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996	 FLORIDA DEPARTMENT OF STATE Sandra D. Aythya Secretary of State DIVISION OF CORPORATIONS
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FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
\$ 263.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # 195000000458
 BAIER INTERNATIONAL, L.C.
 2850 SOUTH ATLANTIC AVENUE, #101
 COCOA BEACH FL 32931

1a. Principal Place of Business Address
 2850 SOUTH ATLANTIC AVENUE, #
 COCOA BEACH FL 32931

2. Principal Place of Business
 Suite Apt # etc
 City & State
 200 WILLARD ST #2E
 COCOA, FL 32922
 32922 USA

3. Date Organized or Qualified 06/15/1995
3a. State of Formation FL
4. FIC Number 00000111-15
5. Date of Last Report 11/13/95
☐ Applied For
☒ Initial Application
☐ Certificate of Status
☐ \$2.75 Additional Fee Required

7. Name and Address of Current Registered Agent
 SEEMANN, ERNEST A
 4729 DEL PRADO BOULEVARD
 CAPE CORAL FL 33904

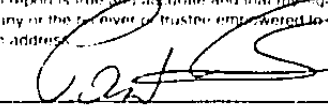
8. Name and Address of New Registered Agent
 Name
 T.W. Stowe CPA
 Street Address (P.O. Box Number is Not Acceptable)
 2460 N. Courtney Pkwy Suite 115
 Suite Apt # etc
 Merritt Island
 City
 FL 32953
 Zip Code

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. Thereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE  DATE 6/1/96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	BAIER, PAUL	REIERSBACHER STRABE 108	D-7592 RENCHEN-ULM, G
MEM	BAIER, LUISE	REIERSBACHER STRABE 108	D-7592 RENCHEN-ULM, G
MEM	BAIER, DIETER	REIERSBACHER STRABE 108	D-7592 RENCHEN-ULM, G
MEM	BAIER, MARTINA	REIERSBACHER STRABE 108	D-7592 RENCHEN-ULM, G
MEM	BAIER, TANJA	REIERSBACHER STRABE 108	D-7592 RENCHEN-ULM, G
MEM	BAIER, JOHANNES	REIERSBACHER STRABE 108	D-7592 RENCHEN-ULM, G

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 trustee or trustee emeritus, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Paul Baier  DATE 6/7/96 407-631-3715