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MEMO

Return To
PIU ASAP

DATE: January 8, 1996
TO: ATTORNEY'S TITLE INSURANCE FUND
FROM: CHRIS ANSELMO
SUBJECT: CORPORATE DOCUMENT FILINGS

EFFECTIVE DATE

1-8-96

ENCLOSED ARE THE ORGANIZATIONAL DOCUMENTS AND FILING FEES FOR:

BCI INTERNATIONAL, L.C.

~~TRI-SPAN INTERNATIONAL, L.C.~~

PLEASE FILE THESE DOCUMENT **ASAP** AND RETURN THE FILE MARKED COPIES TO US.

OUR ACCOUNT NUMBER IS 17284.

THANK YOU.

100001686091
-01/11/96--01013--006
****293.75 ****293.75

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96 JAN -9 AM 9:05
DIVISION OF CORPORATION
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FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

Date: 1/8/96

File: BCI International, L.C

The following document(s) are enclosed for recording/filing with your office:

<input checked="" type="checkbox"/> Affidavit <i>of Membership & Capital Contributions</i>	_____ pages	\$ _____
<input type="checkbox"/> Assignment	_____ pages	\$ _____
<input checked="" type="checkbox"/> Certificate <i>of Designation of Registered Agent</i>	_____ pages	\$ <u>35.00</u>
<input type="checkbox"/> Claim of Lien	_____ pages	\$ _____
<input type="checkbox"/> Deed for \$ _____	_____ pages	\$ _____
Documentary Stamp Taxes		
<input type="checkbox"/> DR-219	_____ pages	\$ _____
<input type="checkbox"/> Easement	_____ pages	\$ _____
<input type="checkbox"/> Judgment	_____ pages	\$ _____
<input type="checkbox"/> Memorandum _____	_____ pages	\$ _____
<input type="checkbox"/> Mortgage for \$ _____	_____ pages	\$ _____
Documentary Stamp Taxes		
<input type="checkbox"/> Notice of Commencement	_____ pages	\$ _____
<input type="checkbox"/> Notice to Lienors	_____ pages	\$ _____
<input type="checkbox"/> Option	_____ pages	\$ _____
<input type="checkbox"/> Release _____	_____ pages	\$ _____
<input type="checkbox"/> Satisfaction	_____ pages	\$ _____
<input type="checkbox"/> Subordination	_____ pages	\$ _____
<input type="checkbox"/> UCC-1	_____ pages	\$ _____
<input type="checkbox"/> UCC-3	_____ pages	\$ _____
<input checked="" type="checkbox"/> <i>Articles of Organization</i>	_____ pages	\$ <u>250.00</u>
REQUEST → <input checked="" type="checkbox"/> <i>Certificate of Status</i>	_____ pages	\$ <u>8.75</u>
<input type="checkbox"/> _____	_____ pages	\$ _____
TOTAL		\$ <u>293.75</u>

Enclosed is check # 111 for the total fees due. Please, return file marked copies to us.

EFFECTIVE DATE
1-8-96

**Articles of Organization of
BCI International, L.C.**

96 JAN -9
FILED
JAN 10 1996
TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of this Limited Liability Company is **BCI International, L.C. ("Company")**.

ARTICLE II. DURATION AND EFFECTIVE DATE: The Company shall exist for a period of not more than 50 years, commencing on the Effective Date. If January 8, 1996, is within five business days prior to the date of filing with the Department of State, then January 8, 1996, shall be the "Effective Date." If January 8, 1996, is after the date of filing with the Department of State, then January 8, 1996, shall be the Effective Date; otherwise, the date of filing with the Department of State shall be the Effective Date.

ARTICLE III. ADDRESS: The mailing address and the street address of the Company's principal office is **201 Park Place, Suite 200, Altamonte Springs, FL 32701**.

ARTICLE IV. REGISTERED AGENT AND OFFICE: The name and address of the initial registered agent is: **David A. Ralmer, 201 Park Place, Suite 200, Altamonte Springs, FL 32701**.

ARTICLE V. CLASSES OF MEMBERSHIPS: There shall be two classes of memberships as follows:

- A. **Class A:** The Company is authorized to issue 100,000 Class A membership certificates. Class A members shall be entitled to vote on all issues.
- B. **Class B:** The Company is authorized to issue 100,000 Class B membership certificates. Class B members shall have no voting rights, unless otherwise set forth in the Regulations.

ARTICLE VI. ADMISSION OF NEW MEMBERS: No person may be admitted as a member, unless each Class A member consents, in writing, to the admission of the additional member.

ARTICLE VII. CONTINUITY OF LIFE: In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of an event which terminates the continued membership of a member in the Company, the remaining Class A members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue. The remaining Class A members must agree, within 60 days from the date of such event, to continue; otherwise the Company shall be dissolved and liquidated.

ARTICLE VIII. MANAGEMENT: The Company shall be managed by a Board of Managers consisting of at least one Manager, to be elected annually by the Class A members.

Initially, the Company shall be managed by David A. Ralmer, 201 Park Place, Suite 200, Altamonte Springs, FL 32701, until the first meeting of the Class A members, or until his successor is elected.

ARTICLE IX. SHARING IN PROFITS AND LOSSES: The allocation of income, gain, loss, profit, credits, or similar items shall be allocated based on a member's percentage ownership of membership certificates, and not based on a member's relative capital account.

ARTICLE X. DISTRIBUTION OF PROFITS: Distribution to the members of the net profits of the Company shall be made at least annually, except that net profits and prior earnings may be retained by the Company and transferred to the member's capital accounts for the reasonable needs of the business as determined in the sole and absolute discretion of the Board of Managers.

ARTICLE XI. TRANSFERABILITY OF MEMBER'S INTEREST: A member's interest in the Company is not assignable in whole or in part, unless two-thirds of the non-assigning Class A members consent to the assignment. An assignment of a member's interest in the Company does not dissolve the Company or entitle the assignee to become or to exercise any rights or powers of a member. An assignment entitles the assignee to share in the profits and losses of the Company, to receive such distribution(s), and to receive such allocation of income, gain, loss, or credit or similar item to which the assignor was entitled, to the extent assigned. A member ceases to be a member and ceases to have the power to exercise any rights or powers of a member upon assignment of his entire interest in the Company. The mere consent to the assignment, without more, does not automatically make the assignee a member. An assignee may become a member only if two-thirds of the Class A members consent to the assignee becoming a member.

ARTICLE XII. AMENDMENTS: The power to adopt, alter, amend, or repeal (collectively, "amendments") these Articles and the Regulations of the Company shall be reserved to the Board of Managers by a two-thirds vote. Such amendments shall be duly signed by all of the Managers, and filed with the Secretary of the State of Florida. All members of the Company agree to abide by these Articles, the Regulation, and any amendments thereto, and agree to sign such for the purpose of filing with the Secretary of the State of Florida, if such signatures are necessary.

In-Witness Whereof, the undersigned has executed this instrument as January 8 1996.

David A. Ralmer
David A. Ralmer, Initial Manager

**Affidavit of Membership and
Capital Contributions**

[F.S. §608.407(2)]

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared, **David A. Raimer**, the initial Manager of **BCI International, L.C.**, a Florida limited liability company ("Company"), after being first duly sworn, deposes and says:

- 1) The Company has at least two members.
- 2) The amount of cash and a description and agreed value of property other than cash contributed by the members is:

Cash \$1,000


- 3) The amount anticipated to be contributed by the members is: \$1,000.

Under the penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

BCI International, L.C.,
a Florida limited liability company


By: David A. Raimer, Initial Manager

Sworn to and subscribed before me on January 8, 1996, by David A. Raimer, as the initial manager of BCI International, L.C., a Florida limited liability company on behalf of the limited liability company. Said person is known to me, or who has produced driver license as identification.


Notary Public: _____
My Commission Expires: _____
My Commission Number is: _____



**Certificate of Designation
Registered Agent and Registered Office**

Pursuant to the provisions of §608.415, 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: **BCI International, L.C.**
2. The name and street address of the registered agent and office is:

David A. Ralmer, 201-Park Place, #200, Altamonte Springs, FL 32701

By: *David A. Ralmer*
Name: **David A. Ralmer, Initial Manager**
Date: JANUARY 8, 1996

FILED
96 JAN -9 PM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

David A. Ralmer
By: **David A. Ralmer**

Date: JANUARY 8, 1996