L96000000048

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 797593 4388691

AUTHORIZATION :

COST LIMIT : $ PPD

200001689042
-01/16/96--01015--001
****346.25 ****346.25

ORDER DATE : January 10, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 797593

CUSTOMER NO: 4388691

CUSTOMER: Charles M. Kelly, Jr., Esq
KELLY PRICE SIKET & HEUERMAN

P. O. Box 8117

Naples, FL 33941-8117

RECEIVED
96 JAN 10 AM 11:09
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: L & D VENTURES L.C.

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96 JAN 11 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

_____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: SAB 1/10/96

308,1127
W96-848

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1996

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: L & D VENTURES L.C.
Ref. Number: W96000000848

We have received your document for L & D VENTURES L.C. and check(s) totaling $346.25. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 596A00001372

ARTICLES OF ORGANIZATION
OF
L & D VENTURES, L.C.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

1. The name of the Limited Liability Company shall be:

L & D VENTURES, L.C.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

1. The address of the principal place of business of this company shall be 171 Commercial Boulevard, Naples, Florida 33942, and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

1. This limited liability company shall commence its existence on the date these Articles ar filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

1. This limited liability company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CONTRIBUTIONS TO CAPITAL

1. This company shall commence its existence with **ONE THOUSAND AND NO/100 DOLLARS** ($1,000.00) cash as its contributed capital. The members shall also contribute additional cash of less than **NINETY NINE THOUSAND AND NO/100 DOLLARS ($99,000.00)**. There

are no additional contributions to be made by the members except as determined by unanimous consent of the members.

ARTICLE VI. NEW MEMBERS

1. No new members shall be admitted without the consent of all existing members.

ARTICLE VII. CONTINUATION OF COMPANY

1. Remaining members of this limited liability company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the unanimous vote of all remaining members.

ARTICLE VIII. MANAGEMENT

1. The limited liability company shall be managed by the members pursuant to Florida Statutes Section 608.422. The names and addresses of those members are as follows:

Lawrence B. Taishoff
3124 Collee Court
Naples, Florida 33962

Darrell Bresee
171 Commercial Boulevard
Naples, Florida 33942

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the company is Charles M. Kelly, Jr., Esquire.

2. The street address of the initial registered office of the limited liability company shall be KELLY, PRICE, PASSIDOMO & SIKET,

2640 Golden Gate Parkway, Suite 315, Naples, Florida 33942-3203. The mailing address shall be KELLY, PRICE, PASSIDOMO & SIKET, 2640 Golden Gate Parkway, Suite 315, Naples, Florida 33942-3203.

ARTICLE X. ORGANIZERS

1. The name and street address of the Organizers to these Articles of Organization are:

Lawrence B. Taishoff
3124 Collee Court
Naples, Florida 33962

Darrell Bresee
171 Commercial Boulevard
Naples, Florida 33942

IN WITNESS WHEREOF, the undersigned, have hereunto set their hands, on this 11 day of January, 1996.

Lawrence B. Taishoff

Darrell Bresee

STATE OF FLORIDA)
) ss
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Lawrence B. Taishoff and Darrell Bresee, who were not sworn and who are personally known to me as the persons who executed these Articles of Organization, and they acknowledged before me that as their free act they executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11 day of January, 1996.

Notary Public
My Commission Expires:

CHARLES M. KELLY, JR.
MY COMMISSION # CC 309722
EXPIRES: September 30, 1997
Bonded Thru Notary Public Underwriters

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: L & D Ventures, L.C.

2. The name and office of the registered agent and office is:

Charles M. Kelly, Jr., Esquire
2640 Golden Gate Parkway, Suite 315
Naples, Florida 33942

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

1-11-96
Date

organize.llc

AFFIDAVIT PURSUANT TO 608.407(2), FLORIDA STATUTES

The undersigned constituting the two (2) members of L & D VENTURES, L.C., a Florida Limited Liability Company, certify:

> The amount of capital contributions to date of the members is $<u>1,000.00</u> cash and <u>zero</u> dollars of property other than cash.
>
> The total amount cash and other property anticipated to be contributed by the members totals less than $<u>100,000.00</u>.

FURTHER AFFIANTS SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Lawrence B. Taishoff Member	Darrell Bresee Member

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Lawrence B. Taishoff and Darrell Bresee, who were not sworn and who are personally known to me as the persons who executed this Affidavit, and they acknowledged before me that as their free act they executed this Affidavit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11 day of January, 1996.

Notary Public
My Commission Expires:

Affidav.L&D

CHARLES M. KELLY, JR.
MY COMMISSION # CC 309722
EXPIRES: September 30, 1997
Bonded Thru Notary Public Underwriters

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: L96000000048

OFFICE USE ONLY (Document #) 599798

UCC FILING & SEARCH SERVICES, INC.
(Requestor's Name)

526 EAST PARK AVENUE
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

000002237280--9
-07/14/97--01095--001
****105.00 ****105.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 L + D Ventures L. C.
(Corporation Name) (Document #)

2
(Corporation Name) (Document #)

3
(Corporation Name) (Document #)

4
(Corporation Name) (Document #)

RUSH

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- [X] Walk In
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- [ ] Pick Up Time ______

- [X] Certified Copy
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- [ ] ARTICLES ONLY
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- [ ] Certificate of FICTITIOUS NAME
- [ ] FICTITIOUS NAME SEARCH
- [ ] CORP SEARCH

AMEND + N/C

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
X	Amendment
	Resignation of R.A. Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials	

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DIVISION OF CORPORATIONS

97 JUL 11 AM 2:25

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION
OF
L & D VENTURES, L.C., NOW KNOWN AS SOLAR, L.C.

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned, being an authorized member of L & D Ventures, L.C., a Florida limited liability company (the "LLC") hereby certifies that:

1. The name of the LLC is L & D Ventures, L. C.

2. The original Articles of Organization of the LLC were filed with the Florida Department of State on January 11, 1996.

3. The following amendments to the Articles of Organization of the LLC have been and hereby are adopted in the manner prescribed by the Florida Limited Liability Company Act, effective immediately and shall become effective on the date hereof and the filing hereof with the Florida Department of State:

   A. Article I. Name, is hereby amended to read as follows: "The name of the limited liability company shall be SOLAR, L.C."

   B. Article VIII, MANAGEMENT, is hereby amended to read as follows: "The limited liability company is to be managed by a board of managers and the names and addresses of the persons who are to serve as managers from the date of the execution and filing of the original Articles of Organization until the first annual meeting of the members or until their successors are elected and qualify are:

   "Lawrence B. Taishoff
   4420 Mercantile Avenue
   Naples, Florida 34104

   "Darrell L. Bresee
   4420 Mercantile Avenue
   Naples, Florida 34104

   The number of Managers to be elected annually by the members in the manner prescribed by the regulations shall be determined as provided in the regulations of the limited liability company."

   (Note: By unanimous written consent of all of the members and managers of the LLC in lieu of the first annual meeting dated April 23, 1997, the aforesaid

Lawrence B. Taishoff at the aforesaid address was reelected as a manager of the LLC, the aforesaid Darrell L. Bresee, was removed as a manager of the LLC and Robert P. Taishoff, 1321 Washington Dr., Annapolis, Maryland 21403, was elected as a manager of the LLC.

C. The Affidavit submitted pursuant to 608.407(2), Florida Statutes is corrected as set forth in the Corrected Affidavit attached hereto.

Dated this 9th day of July, 1997.

Lawrence B. Taishoff, Trustee of the
Lawrence B. Taishoff Trust dated 12/9/94

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged, subscribed, and sworn to before me this 9th day of July, 1997, by Lawrence B. Taishoff, Trustee of the Lawrence B. Taishoff Trust dated 12/9/94, an authorized member of L & D Ventures, L. C., a Florida limited liability company now known as Solar, L. C., who was sworn and who is personally known to me or who produced a driver's license as identification.

MARY W. WEBER
MY COMMISSION # CC [illegible]
EXPIRES: May 12, 2001
Bonded Thru Notary Public Underwriters

Mary W. Weber
Notary Public

Mary W. WEBER
Printed Name

My Commission Expires:

(Seal)

CORRECTED AFFIDAVIT
PURSUANT TO 608.407(2), FLORIDA STATUTES

The undersigned constituting one of the two (2) members of L & D Ventures, L. C., a Florida Limited Liability Company now known as Solar, L.C., certifies:

1) Since its formation, the limited liability company has had and continues to have two (2) members. Lawrence B. Taishoff, Trustee of the Lawrence B. Taishoff Trust dated 12/9/94 has been, since the formation of the limited liability company, and continues to be, a member. Darrell L. Bresee was a member from the formation of the limited liability company until April 24, 1997, at which time he assigned his interests to the Trustee and to Robert P. Taishoff, who continues to be a member.

2) The amount of capital contributions to date of the members is $1,000.00 cash and zero dollars of property other than cash.

3) The amount of cash and the value of other property anticipated to be contributed by the members is zero dollars.

FURTHER AFFIANTS SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

L B Taishoff
Lawrence B. Taishoff, Trustee of the
Lawrence B. Taishoff Trust dated 12/9/94

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments and oaths in the State and County set forth above personally appeared Lawrence B. Taishoff, Trustee of the Lawrence B. Taishoff Trust dated 12/9/94, who was sworn and who is personally known to me as the person who executed this Affidavit, or who produced ________________ as identification, and he acknowledged before me that as his free act he executed this Affidavit and stated that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of July, 1997.

MARY W. WEBER
MY COMMISSION # CC 648256
EXPIRES: May 12, 2001
Bonded Thru Notary Public Underwriters

Mary W. Weber
Notary Public

MARY W. WEBER
Printed Name

My Commission Expires:

f:ron\highpoin\cert1