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ACCOUNT NO. : 972106 00032

REFERENCE : 070496 1579E

AUTHORIZATION :

Patricia Pygitt

COST LIMIT : \$ 205,000

ORDER DATE : March 5, 1996

ORDER TIME : 2:42 PM

FILE FIRST!!!!!!

ORDER NO. : 070496

CUSTOMER NO: 1579E

700001733597

CUSTOMER: Ms. Kathleen Monday
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC FILING

NAME: A.F. SYSTEMS, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

T. BROWN MAR - 6 1996

FILED
RECEIVED
96 MAR -5 AM 10:41 96 MAR -5 PM 4:18
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

FILED
96 MAR -5 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
A.F. SYSTEMS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company is A.F. SYSTEMS, L.C. (the "Company").

**ARTICLE II
DURATION**

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall terminate on December 31, 2026, unless the Company is earlier dissolved as provided for by law, by these Articles of Organization, or in the Regulations of the Company.

**ARTICLE III
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is 14201 Myerlake Circle, Clearwater, Florida 34620.

**ARTICLE IV
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

**ARTICLE V
NAME AND ADDRESS OF INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are Gerald M. Lembke, 14201 Myerlake Circle, Clearwater, Florida 34620. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

**ARTICLE VI
ADMISSION OF NEW MEMBERS**

Members of the Company shall have the right to admit additional members to the Company only with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all of the members.

**ARTICLE VII
TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all remaining members of the Company, provided that there are at least two remaining members.

**ARTICLE VIII
MANAGEMENT**

The Company shall be managed by managers in accordance with the regulations of the Company. Initially, there shall be two (2) managers of the Company. Thereafter, the number of managers shall be determined as provided in the Regulations of the Company. The managers shall be elected by the members as prescribed and provided in the Regulations of the Company and by Florida law. The managers shall hold the offices and have the responsibilities set forth in the Regulations of the Company. The Regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their respective successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
William Higgins	14201 Myerlake Circle Clearwater, Florida 34620
Gerald M. Lembke	14201 Myerlake Circle Clearwater, Florida 34620

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 29th day of February, 1996.

ATR INTERNATIONAL, INC.,
a Florida corporation

By: 

Name:

Gerald M. Lembke

Title:

Secretary

Advanced Technology & Research, Inc.
a Florida corporation

By: 

Name:

Gerald M. Lembke

Title:

Secretary

AFFIDAVIT

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared William Higgins, who after being by me first duly sworn, declares, deposes and says of his personal knowledge that:

1. He is the Secretary of ATR INTERNATIONAL, INC., a Florida corporation ("ATR"), with authorization to execute any and all documents relating to organization of A.F. SYSTEMS, L.C., a Florida limited liability company (the "Company").

2. He has this day, on behalf of ATR as a member of the Company, executed the Articles of Organization of the Company.

3. The Company has at least two members.

4. The amount of cash contributed by the members of the Company as of the date of this Affidavit is \$0.

5. No property other than cash has been contributed by the members of the Company as of the date of this Affidavit.

6. The amount anticipated to be contributed by the members of the Company is \$7,500.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 29th day of February 1996.


Gerald M. Lembke

SWORN to and subscribed before me this 29th day of February 1996, by Gerald M. Lembke, who is personally known to me or who has produced a Florida Driver's License No. _____ as identification.

NOTARY PUBLIC

Jamie Ritchie-Conaty
Print Name: JAMIE RITCHIE-CONATY
State of Florida at Large
My Commission Expires: 5/4/99



JAMIE RITCHIE-CONATY
My Comm Exp. 5/04/99
Bonded By Service Ins
No. CC459734
☒ Personally Known ☐ Other I.D.

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of A.F. SYSTEMS, L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: February 29, 1996.

Registered Agent



Gerald M. Lembke

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96 MAR -5 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA