

1201 HAYS STREET  
TAMPA, FL 33601  
904-251-1171  
904-251-4399  
800-343-8086  
**L96000000383**



ACCOUNT NO. : 072100000032  
REFERENCE : 900842 4323655  
AUTHORIZATION : *Patricia Pizant*  
COST LIMIT : \* 285.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : March 29, 1996

ORDER TIME : 5:36 PM

ORDER NO. : 900842

CUSTOMER NO: 4323655

500001762815

CUSTOMER: Randolph J. Wolfe, Esq  
ANNIS MITCHELL COCKEY EDWARDS  
& ROEHN, P.A.  
P. O. Box 3433

Tampa, FL 33601

DOMESTIC FILING

NAME: SAMKOO SYSTEM INTEGRATION,  
L.C.

EFFECTIVE DATE: \_

       ARTICLES OF INCORPORATION  
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: \_\_\_\_\_

*W96-7080*

96 MAR 29 PM 12: 58

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*ST 4/3*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 APR -3 AM 10:06  
DIVISION OF CORPORATION

April 2, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: SAMKOO SYSTEM INTEGRATION, L.C.  
Ref. Number: W96000007080

*Resubmit  
authorized money  
attached*

We have received your document for SAMKOO SYSTEM INTEGRATION, L.C.. However, the document has not been filed and is being returned for the following:

The total amount due is \$285.00.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 896A00015022

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAR 29 PM 12:58

ARTICLES OF ORGANIZATION  
OF  
SAMKOO SYSTEM INTEGRATION, L.C.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

1. Name. The name of this limited liability company is SAMKOO SYSTEM INTEGRATION, L.C., a Florida limited liability company (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles with the Florida Secretary of State and until the earlier of fifty (50) years from such date or the occurrence of any of the events specified in the Regulations and Operating Agreement or Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Principal Office. The mailing and street address of the Company's principal office is 13100 56th Court, Suite 701, Clearwater, Florida 34620.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Randolph J. Wolfe. The street address of the initial registered agent of the Company is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$25,000.00. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Termination of Membership. Upon the death, retirement, resignation, 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, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. Management of the Company. The management of the Company shall be vested in the managers of the Company. The Company shall be managed in accordance with the Regulations and Operating Agreement adopted by all of the initial members. The names and addresses of the initial managers are:

K. H. Park  
13100 56th Court, Suite 701  
Clearwater, Florida 34620

David J. Frey  
13100 56th Court, Suite 701  
Clearwater, Florida 34620

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal the Regulations and Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 25 day of March, 1996.

MEMBER:

FREY ENTERPRISES OF PINELLAS,  
INC., a Florida corporation

By: David J. Frey  
David J. Frey, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Randolph J. Wolfe  
Randolph J. Wolfe

Dated: March 26, 1996

5362-002-319486.01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

AFFIDAVIT OF LIMITED LIABILITY COMPANY  
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

I, David J. Frey, as President of FREY ENTERPRISES OF PINELLAS, INC., a Florida corporation which is one of the initial members of SAMKOO SYSTEM INTEGRATION, L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$20,000.00 of cash to the Company.
3. No property other than the cash identified in numbers 2 and 4 hereof will be contributed.
4. It is anticipated that \$5,000.00 of additional cash will be contributed in the future by the members of the Company. This results in a total of \$25,000.00 in cash contributed to the Company and no property.

Executed this 25<sup>th</sup> day of March, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read foregoing and that the facts alleged are true, to the best of my knowledge and belief. (In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 29 4 12:58

MEMBER:

FREY ENTERPRISES OF PINELLAS, INC., a Florida corporation

By: [Signature]  
David J. Frey President

5362-002-319486.01