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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

L960000000390

ACCOUNT NO. : 072100000032

REFERENCE : 905917 158152A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

800001770398
-04/05/96--01023--018
****285.00 ****285.00

ORDER DATE : April 3, 1996

ORDER TIME : 11:17 AM

ORDER NO. : 905917

CUSTOMER NO: 158152A

CUSTOMER: Mr. Harold O. Miller
MR. HAROLD O. MILLER

Suite 250
400 South Tamiami Trail
Venice, FL 34285

FILED
96 APR -3 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: EASYLOC U.S.A., 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: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED
96 APR -3 PM 1:12
DIVISION OF CORPORATION
7/6 RM

EasyLoc U.S.A., L.C.
ARTICLES OF ORGANIZATION
A LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 NAME

The name of this limited liability company will be:

EasyLoc U.S.A., L.C.

Article 2 DURATION

This limited liability company shall exist for a period of 29 years and 360 days from the date of its filing with the Department of State of Florida.

Article 3 PURPOSE

This limited liability company shall transact any or all lawful activities or business permitted under the Laws of The United States, the State of Florida, or any other state, county, territory, or nation.

Article 4 ADDRESS AND REGISTERED AGENT

The address of the place of business of this limited liability company shall be:

Harold O. Miller, Registered Agent
400 South Tamiami Trail, Suite 250
Venice, Florida 34285

Article 5 CONTRIBUTION

The initial amount to be contributed to the limited liability company shall not exceed \$100,000.00. Additional contributions in cash and other assets may be made during the lifetime of the company.

Article 6 ADDITIONAL MEMBERS

The then existing members shall have the right by a majority vote of the existing members to admit new members. The terms under which new members are admitted will be determined by a simple majority vote of the members.

Article 7 TERMINATION OF MEMBERS

A member may terminate his or her membership in the limited liability company by providing to the manager of the company a letter in which the member indicates their desire to terminate his or her membership in the company. The value of the terminating member's membership in the limited liability company shall be determined by a CPA chosen by the member and the company. If agreement as to valuation is disputed, the parties agree to submit this question to binding arbitration in accordance with the rules of the American Arbitration Association. The termination of a member in the limited liability company shall not affect the continuation of the company. Upon the death of a member of the limited liability company the company shall purchase the deceased member's membership for a fair market value.

Article 8 INITIAL MEMBERS

The initial members of this limited liability company shall be:

John P. Bowers
400 S. Tamiami Trail, Suite 250
Venice, Florida 34285

Harold O. Miller
400 S. Tamiami Trail, Suite 250
Venice, Florida 34285

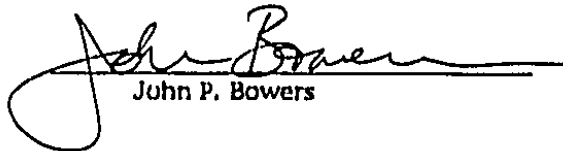
Article 9 MANAGEMENT

The members of the company shall elect an individual or organization as the management of the company. Such election shall require a simple majority vote of the members of the company. The members shall have the right to terminate the management of the company by a simple majority vote. The initial manager of this limited liability company shall be:

John P. Bowers
400 S. Tamiami Trail, Suite 250
Venice, Florida 34285

In witness whereof the undersigned are the organizers of this limited liability company and have executed these Articles of Organization on this 2nd day of April, 1996.

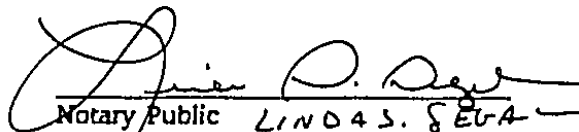
Signature of members:


John P. Bowers


Harold O. Miller

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged and sworn to before me this 2 day of April, 1996, by John P. Bowers and Harold O. Miller, who are members of EasyLoc U.S.A., L.C.


Notary Public LINDA S. SEVAL

My commission expires: 11-07-99


LINDA S. SEVAL
Notary Public, State of Florida
Commission #CC005402
Bonded By Western Surety Co.
Commission Expires November 7, 1999

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **EasyLoc U.S.A. L.C.** Deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by members is \$1,000. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$2,000. This total includes amounts from 2 and 3 above.



Harold O. Miller, Authorized Representative


Signature of a member or authorized representative of a member: (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).


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the limited liability company is EasyLoc U.S.A., L.C.
2. The name and address of the registered agent and office is:

Harold O. Miller, Registered Agent
400 South Tamiami Trail, Suite 250
Venice, Florida 34285





Members of EasyLoc U.S.A., L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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, and I accept the duties and obligations of 607.325, Florida Statutes.

Signature 

Harold O. Miller, Registered Agent

Date 4-2-96