

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
904-222-0393 FAX

800-342-8086



29600000444

ACCOUNT NO. : 072100000032

REFERENCE : 923059 4311473

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \* 337.50

ORDER DATE : April 18, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 923059

CUSTOMER NO: 4311473

900001785799

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: SWAN BUSINESS 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: Lydia E. Lott

EXAMINER'S INITIALS:

4/18/96-TLS

**ARTICLES OF ORGANIZATION**

**OF**

**SWAN BUSINESS SYSTEMS, L. C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I**  
**NAME**

The name of the limited liability company shall be

**SWAN BUSINESS SYSTEMS, L. C.** (the "Company").

The principal place of business of the Company in Florida shall be Suite 2200, 150 West Flagler Street, Miami, Florida, 33130.

**ARTICLE II**  
**DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved in accordance with the laws of the State of Florida.

**ARTICLE III**  
**PURPOSES AND POWERS**

The general purpose for which the Company is organized is to buy, sell, barter, exchange and otherwise deal with and offer consulting services for computer software, hardware, programs and technology, and 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 granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Owen S. Freed, Suite 2200, 150 West Flagler Street, Miami, FL. 33130.

FILED  
96 APR 18 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**CAPITAL CONTRIBUTIONS**

The initial members of the Company are those named below, who shall contribute to the capital of the Company in cash as follows:

<u>Member</u>	<u>Capital Contribution</u>
Cygnus U. S. Corporation a Florida corporation	\$ 30,000.00
Eliecer Gutiérrez	\$ 15,000.00
Oswaldo La Fee	\$ 5,000.00

Each member's voting interest in the Company shall in proportion to his/her/its relative capital account in the Company, but never less than one (1) vote per member.

**ARTICLE VI**  
**ADMISSION OF NEW MEMBERS**

The addition of a new member to the Company shall require the written consent of sixty-five (65%) percent voting interest of the members of the Company and upon such terms and conditions as shall be determined by such vote. A member may transfer his, her, its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless approved by sixty-five percent (65%) majority vote at a duly convoked and constituted meeting of members.

**ARTICLE VII**  
**MANAGEMENT**

The Company shall be managed by a Board of Managers which shall initially consist of five (5) managers. The members of the Company shall elect the Board of Managers and may from time to time increase or decrease the number of Managers members in accordance with their respective voting rights as provided in these Articles. The names and addresses of the initial Managers of the Company, who shall serve until the first annual meeting of members or until their respective successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Hermann Gomez Navas, Chairman	Centro Empresarial Roca, P. H. Avenida Orinoco, Las Mercedes, Caracas, Venezuela

Ellecer Gutierrez, General Manager

7330 S. W. 106 Court  
Miami, Fl. 33173

Gerardo Guarino

Centro Empresarial Roca, P. H.  
Avenida Orinoco, Las Mercedes,  
Caracas, Venezuela

Sebastiano Sortino

Centro Empresarial Roca, P. H.  
Avenida Orinoco, Las Mercedes,  
Caracas, Venezuela

Oswaldo La Fee

4720 North West 102 Avenue  
Apt. 102  
Miami, FL. 33178

Members of the Board of Managers may be designated as officers of the Company. Such designation shall be by simple majority vote of the members. Officers of the Company shall have such duties, obligations, rights and privileges as designated in the Regulations of the Company as adopted from time to time by a simple majority vote of the members.

#### **ARTICLE VIII** **VOTING RIGHTS**

A. **Managers:** All Managers, whether or not members of the company, shall be entitled to one (1) vote on all matters which come before the Board of Managers. A simple majority shall be required to approve all matters which come before the Board of Managers

B. **Members:** Each member's vote shall be weighted in proportion to the member's relative and respective capital account. Unless otherwise specifically provided otherwise in these Articles, a simple majority shall be required for all matters on which the members are entitled or required to approve.

#### **ARTICLE IX** **AMENDMENTS**

The articles of organization of this limited liability company may only be amended by the vote of sixty-five per-cent (65%) of the voting interest of the members. No member shall be obliged to contribute additional capital to the company unless such obligation is approved and required by a vote of sixty-five per-cent (65%) of the voting interest of the members.

**ARTICLE IX  
TERMINATION**

Within ninety (90) days of the occurrence of any event which would terminate the continued membership of a member of the Company, including but not limited to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the Company shall terminate unless the a majority of the voting interest of the remaining members shall have voted to continue the business and further providing that the Company shall at all times have no less than two members.

**IN WITNESS WHEREOF**, the undersigned members have made and subscribed these Articles of Organization at Miami, Dade County, Florida, for the foregoing uses and purposes this 16 day of April, 1996.

Cygnus U. S. Corporation.  
a Florida corporation

By: \_\_\_\_\_

Owen S. Freed, Secretary

Eliecer Gutierrez

Oswaldo La Fee

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, OWEN S. FREED, being the person named in the Articles of Organization of SWAN BUSINESS SYSTEMS, L.C., as the registered agent of this limited liability company, hereby consents to my appointment as registered agent of the Company as stated therein.

Dated this 16 day of April, 1996.

  
Owen S. Freed  
Registered Agent

FILED  
APR 18 AM 8:53  
TALLAHASSEE, FLORIDA