

L96000000 700

Requestor's Name
CORPORATE ACCESS, INC.
1116-D THOMAS WILKINSON RD
TALLAHASSEE, FL 32303
(904) 222-2666
City/State/Zip Phone # *Chin*

100001882601
-07/03/96--01010--022
****223.75 ****223.75

Office Use Only

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

EFFECTIVE DATE
7/1/96

1. Wescon, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

100001882601
-07/03/96--01010--023
****113.75 ****113.75

- ☒ Walk in ☒ Pick up time 6/27/96 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JUN 27 PM 1:15
TALLAHASSEE
FLORIDA

RECEIVED
96 JUN 27 AM 11:20
DIVISION OF CORPORATION,
File Trust

*W913688
3081676
SAS
6/28/96*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 28, 1996

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD.
TALLAHASSEE, FL 32303

SUBJECT: WESCON L.C.
Ref. Number: W96000013688

We have received your document for WESCON L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 596A00032091

EFFECTIVE DATE
7/1/96

ARTICLES OF ORGANIZATION
OF

Woscon International, L.C.

FILED

96 JUN 27 PM 1:16

CLERK OF DISTRICT COURT
STATE OF FLORIDA

We, the undersigned, as the authorized representatives of the Members, do hereby certify that the below-named Members have associated themselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE 1. NAME. The name of the limited liability company shall be "Woscon, L.C." (hereinafter referred to as the "Limited Liability Company")

ARTICLE 2. DATE OF EXISTENCE AND PERIOD OF DURATION. This Limited Liability Company shall begin existence on July 1, 1996 and shall have perpetual existence except for dissolution of the Limited Liability Company by law or by unanimous written agreement of all of the Members of the Limited Liability Company.

Only upon the date of dissolution may any Member rightfully demand the return of its contribution to the capital of the Limited Liability Company.

ARTICLE 3. PURPOSES. The Limited Liability Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE 4. GENERAL POWERS. The Limited Liability Company shall have the power to:

4.1 Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

4.2 Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

4.3 Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

4.3.1 Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

4.3.2 Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

4.4 Make contracts or guarantees or incur liabilities; borrow money at such rate of interest as the Limited Liability Company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

4.5 Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

4.6 Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

4.7 Elect or appoint managers and agents, define their duties, and fix their compensation.

4.8 Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

4.9 Make donations to the public welfare or for charitable, scientific or educational purposes.

4.10 Indemnify a Member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

4.11 Cease its activities and surrender its Certificate of Organization.

4.12 Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Limited Liability Company is organized.

4.13 Transact any lawful business which the Members or the managers find to be in aid of governmental policy.

4.14 Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

4.15 Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

4.16 Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE 5. ADDRESS AND PLACE OF BUSINESS. The address and the place of business in Florida for the Limited Liability Company is as follows:

17757 U.S. 19 North
Suite 350
Clearwater, Florida 34624.

ARTICLE 6. REGISTERED OFFICE AND REGISTERED AGENT. The street address of the Limited Liability Company's initial registered office in Florida is as follows:

17757 U.S. 19 North
Suite 350
Clearwater, Florida 34624,

The name of its initial registered agent is Marvin J. Slovacek, Jr.. The Limited Liability Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE 7. MEMBERSHIP AND OWNERSHIP. All of the ownership interests of the Limited Liability Company shall be owned by the Members of the Limited Liability Company. The name and current address of each initial Member is as follows:

Member

ADDRESS

Westfalla Realty, Inc.

17757 U.S. 19 North
Suite 350
Clearwater, Florida 34624

Porta Westfalla, L.C.

17757 U.S. 19 North
Suite 600
Clearwater, Florida 34624

ARTICLE 8. INITIAL CAPITAL CONTRIBUTIONS. The total amount of cash and the description and agreed value of property other than cash initially contributed to the Limited Liability Company is as follows:

<u>Member</u>	<u>Cash Equivalent</u>	<u>Other Property</u>	<u>% ownership Interest</u>
Westfalla Realty, Inc.	\$ 1.00	None	1%
Porta Westfalla, L.C.	<u>99.00</u>	None	<u>99%</u>
	<u>\$100.00</u>		<u>100%</u>

ARTICLE 9. ADDITIONAL CONTRIBUTIONS. No additional contributions to the Limited Liability Company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the Members as provided in the regulations adopted by the Members.

ARTICLE 10. MANAGEMENT. All powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed by or under the direction of, the managers of the Limited Liability Company, to be elected or appointed by the Members.

The Board of Managers (which may also be referred to as Board of Directors) shall consist of ~~three (3)~~ ^{four (4)} persons elected by a majority vote in interest of the Members of the Limited Liability Company. Each manager (who may also be referred to as director) shall serve a term of the lesser of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed with or without cause as provided in the Regulations of the Limited Liability Company. The names and current addresses of the managers who are to serve as managers until the first annual meeting of Members or until their successors are elected and qualify are as follows:

*Please exchange this
page. B.A.*

Marvin J. Slovacek, Jr.	17757 U.S. 19 North Suite 350 Clearwater, Florida 34624
Lothar F. Reichert	17757 U.S. 19 North Suite 350 Clearwater, Florida 34624
Bernhard Assles	17757 U.S. 19 North Suite 350 Clearwater, Florida 34624
Scott Makela	17757 U.S. 19 North Suite 350 Clearwater, Florida 34624

ARTICLE 11. CONTINUITY OF BUSINESS. Upon the resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued Membership of a Member in the Limited Liability Company, the business of the Limited Liability Company shall cease and the Limited Liability Company shall be dissolved unless the business of the Limited Liability Company is continued by the consent or agreement of all remaining Members (assuming more than one Member remains).

ARTICLE 12. RESTRICTIONS ON MEMBERSHIP. No new Members shall be admitted to the Limited Liability Company without the unanimous prior consent of the existing Members. Contributions required of a new Member shall be determined by the Members as of the time of the admission of the new Member to the Limited Liability Company. A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous consent of the other Members, or in accordance with the agreement, if any, between the Members and the Limited Liability Company. Additional restrictions and conditions on Membership may be set forth in regulations adopted by the Members.

ARTICLE 13. REGULATIONS. The Members of the Limited Liability Company shall adopt regulations which shall also act as the operating agreement of the Limited Liability Company pertaining to the regulation, management and affairs of the Limited Liability Company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall

be repealed or altered only by the Members of the Limited Liability Company, in the manner now or hereafter prescribed in the regulations of the Limited Liability Company consistent with the laws of the State of Florida.

ARTICLE 14. ACKNOWLEDGEMENT. We, the undersigned, as the authorized representatives on behalf of all of the Members of the Limited Liability Company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of Wescon, L.C. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the Members, in the manner now or hereafter prescribed in the regulations of the Limited Liability Company consistent with the laws of the State of Florida.

ARTICLE 15. PAR AND MEMBERSHIP CERTIFICATES. The Membership interests shall be represented by certificates. Par for each Membership certificate shall be \$0.01 for each one percent and one thousand dollars of invested capital.

IN WITNESS THEREOF, the undersigned have executed these Articles of Organization this 26th day of June, 1996.

Westfalla Realty, Inc.

By: 
Name: Scott Makela
Title: Assistant Vice President

Porta Westfalica, L.C.

By: 
Name: Marvin J. Slovacek, Jr.
Title: Vice President

STATE OF FLORIDA

COUNTY OF PINELLAS

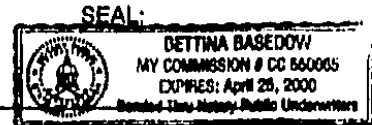
The foregoing instrument was acknowledged before me this 26th day of June, 1996, by Scott Makola, as the authorized representative on behalf of Westfalla Realty, Inc. as his free act and deed for the uses and purposes therein stated. Such person:

and ☐ did take an oath.
☒ did not take an oath.
☒ is personally known to me.
☐ produced _____ as identification.


Signature of Notary Public

BETTINA BASEDOW
Name stamped, typed or legibly printed

Notary Commission Expiration Date
(if not perpetual authority)



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of June, 1996, by Marvin J. Slovacek, Jr., as the authorized representative on behalf of Porta Westfalica, L.C. as his free act and deed for the uses and purposes therein stated. Such person:

and ☐ did take an oath.
☒ did not take an oath.
☒ is personally known to me.
☐ produced _____ as identification.


Signature of Notary Public

BETTINA BASEDOW
Name stamped, typed or legibly printed


Notary Commission Expiration Date
(if not perpetual authority)



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Wescon, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by Wescon International, L.C.

Executed this 26th day of June, 1996.


Marvin J. Slovacek, Jr.
Registered Agent

Member Concurrence:

Westfalla Realty, Inc.

By: 
Name: Scott Makela
Title: Assistant Vice President

FILED

96 JUN 27 PM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Wescon International, 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 \$100.
- 3) If any, the agreed value of property other than cash contributed by Members is
\$ None.
A description of the property is attached and made a part thereto.
(not applicable)
- 4) The total amount of cash or property anticipated to be contributed by Members is
\$100.
This total includes amounts from 2 and 3 above.



Marvin J. Slovacek, Jr. on behalf of Westfalia Realty, Inc.

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.)

jbh\docs\3225

FILED
96 JUN 27 PM 1:16
CLERK OF THE STATE
TALLAHASSEE, FLORIDA