

L960000000855

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED

96 AUG 12 PM 3:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
8-6-96

W96-16797

AL JUL 12 1996

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY APAC \_\_\_\_\_

WALK-IN  
Will Pick Up 8/12/96

RE: Westham L.C.

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Original Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>orig</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

**SUBTOTALS**

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

RECEIVED  
96 AUG 12 AM 10:23  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 AUG 12 PM 3:06  
DIVISION OF CORPORATION

August 12, 1996

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32301

SUBJECT: WESTHAM L.C.  
Ref. Number: W96000016797

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

WE NEED THE EXACT TOTAL OF #2,3,4, IN THE AFFIDAVIT OF CONTRIBUTIONS.,

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 196A00038296

*Correct*

ARTICLES OF ORGANIZATION  
WESTHAM L.C.

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96 AUG 12 PM 3:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Florida limited liability company is:

WESTHAM L.C.

EFFECTIVE DATE  
8-6-96

ARTICLE II. DURATION

The Company shall be dissolved on the earlier of 30 years from the date these Articles of Organization are filed with the Florida Department of State or on the occurrence of any of the events set forth in Section 608.441, Florida Statutes, unless the Company is continued by the consent of all the remaining members.

ARTICLE III. ADDRESS

The mailing address and the street address of the principal office of the Company is:

WESTHAM L.C.  
2855 University Drive  
Suite 520  
Coral Springs, Florida 33065

ARTICLE IV. REGISTERED AGENT

The name and address of the registered agent of the Company is:

FRANCISCO CELEDON  
2855 University Drive  
Suite 520  
Coral Springs, Florida 33065

ARTICLE V

The initial members of the Company shall be TALL PINES HOLDING CORPORATION and Sonda Corporation. Additional members to the Company may be admitted only if all the members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI. TERMINATION OF MEMBERSHIP

If a member of the Company dies, retires, resigned, is expelled, becomes bankrupt, is dissolved, or on the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued only if all the remaining members consent to the continuation.

#### ARTICLE VII. MANAGERS

Each person named below shall serve as a manager of the Company until the first annual meeting of members or until successor managers are elected and qualify:

FRANCISCO CELEDON  
Manager and Executive Director

#### ARTICLE VIII. TRANSFERABILITY OF MEMBER'S INTEREST

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### ARTICLE IX. CERTIFICATED INTEREST

A member's interest in the Company may be evidenced by a Certificate of Limited Liability Company Interest issued the Company.

#### ARTICLE X. COMPANY EXISTENCE

The Company's existence shall begin effective August 6, 1996.

#### Affidavit of Membership and Contributions:

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$ 30,000.00.
3. The agreed value of property other than cash contributed by the members is 90,000.00. (If the members contributed property other than cash, a description of the property is attached).
4. The total amount of cash or property anticipated to be contributed by the members is \$40,000 or less.

The total number of contributions is \$160,000.000

Under penalties of perjury, the undersigned affirms that the facts stated herein are true.

The undersigned has executed these Articles of Incorporation this 6 day of August, 1996.

Member

  
\_\_\_\_\_  
FRANCISCO CELEDON

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**LIMITED LIABILITY COMPANY:  
DATARAM LATIN AMERICA L.C.**

**REGISTERED AGENT:  
Francisco Caledon**

I agree to act as registered agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

By:   
Francisco Caledon

Date: July 26, 1996

Lloyd A. Baron, Esq.  
2855 University Drive  
Suite 110  
Coral Springs, Florida 33065  
(954) 344-7328  
Florida Bar No.: 790974

**FILED**

96 AUG 12 PM 3:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA