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7, 1996 1:39PM
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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NAME: PARTS AND SERVICES OF THE AMERICAS, L.C.
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TALLAHASSEE, FLORIDA

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No. 3340 P. 2/5

H96000011977

**ARTICLES OF ORGANIZATION
OF
PARTS AND SERVICES OF THE AMERICAS, L.C.**

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96 AUG 27 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is **PARTS AND SERVICES OF THE AMERICAS, L.C.**

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2036, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

6501 Park of Commerce Boulevard
Suite 225
Boca Raton, FL 33487

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

G.M. Deacon
Suite 225
6501 Park of Commerce Boulevard
Boca Raton, FL 33487

Prepared By:

William J. Cross, Esq.
Bar No. 0898678
Tripp, Scott, Conklin & Smith
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

6.1 Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of admission to this limited liability company.

6.2 Except as expressly permitted in the regulations of this limited liability company, no member may sell, assign, pledge or otherwise transfer or encumber (collectively "transfer") all or any part of its interest in this limited liability company, or suffer the same to be subject, directly or indirectly, to transfer by operation of law, as a result of such member's divorce or marital separation, bankruptcy, court order or otherwise, and no transferee of all or any part of the interest of a member shall be admitted as a substituted member, without, in each such event, having obtained the prior written consent of all other members. For purposes hereof, the transfer of more than fifty percent (50%) of the capital stock or other equity interests of a member shall be deemed to be a transfer of such member's interest for purposes hereof.

**ARTICLE VII
RIGHT OF MEMBERS TO CONTINUE BUSINESS**

The members of this limited liability company may continue the business of this limited liability company following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members.

**ARTICLE VIII
MANAGEMENT**

8.1 The business and affairs of this limited liability company shall be managed by or under the direction of its members.

8.2 The name and address of the members of this limited liability company are:

Kise Holding Corp.
741 Hambrick Drive
Lilburn, GA 30247
Attn: Steven Kise

VGD Holding, Inc.
6501 Park of Commerce Boulevard
Boca Raton, FL 33487
Attn: G.M. Deacon

Adrian Valverde
c/o Tres Erres S.A.
500 Metros al Oeste del Hospital de Mexico
La Uruca, San Jose
Costa Rica

**ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE X
INDEMNIFICATION**

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of this limited liability company, has executed these Articles of Organization this 27th day of August, 1996.


G.M. Deacon, as President of
VGD Holding, Inc., as Member

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.


G.M. Deacon, Registered Agent

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**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS
OF
PARTS AND SERVICES OF THE AMERICAS, L.C.**

FILED
96 AUG 27 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared G.M. Deacon, as president of VGD Holding, Inc., a Florida corporation, which corporation, in its capacity as a member of PARTS AND SERVICES OF THE AMERICAS, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says:

1. The Company has at least two (2) members.
2. The members of the Company have agreed to make capital contributions to the Company as follows: Cash in the aggregate amount of \$30,000. No other capital contributions to the Company are anticipated to be made at this time.

FURTHER AFFIANT SAYETH NAUGHT.



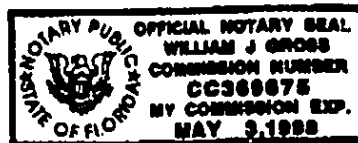
G.M. Deacon, as President of
VGD Holding, Inc., as Member

SWORN TO AND SUBSCRIBED before me this 27th day of August, 1996.



NOTARY PUBLIC

My Commission Expires:



Personally Known ☒ or Produced Identification _____

Type of Identification Produced _____

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