

1201 HAYS STREET  
MELBOURNE, FL 32901  
800-342-8886  
L 96000000973



PRESTON HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 087194 9654A

AUTHORIZATION : Patricia Piggott

COST LIMIT : \$ 285.00

ORDER DATE : September 16, 1996

ORDER TIME : 2:10 PM

ORDER NO. : 087194

CUSTOMER NO: 9654A

700001948407

CUSTOMER: Ms. Melissa Abernethy  
MOSLEY WALLIS & WHITEHEAD

1221 East New Haven Avenue

Melbourne, FL 32901

DOMESTIC FILING

NAME: HEMPEL & LENZ PROPERTIES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
STATE  
SEP 16 AM 9:47

FILED  
STATE  
SEP 16 PM 2:53  
9/16/96

ARTICLES OF ORGANIZATION  
OF  
HEMPEL & LENZ PROPERTIES L.C.

FILED  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

25 SEP 16 AM 9:47

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

ARTICLE I -- NAME

The name of the limited liability company shall be HEMPEL & LENZ PROPERTIES L.C.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1404 N. Highway A1A, Satellite Beach, FL 32937.

ARTICLE III -- 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 terminate not later than December 31, 2030, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Curtis R. Mosley, Mosley, Wallis & Whitehead, P.A. 1221 E. New Haven Avenue, Melbourne, FL 32901.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her 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 all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the

10101010

ORIGINAL

are at least two remaining members, provided there

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME

ADDRESS

Klaus J. Hempel

St. Niklausenstrasse 92  
6047 Kastanienbaum  
Switzerland

Juergen Lenz

Bachtelweg 7  
6048 Horw  
Switzerland

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at this 7<sup>th</sup> day of SEPTEMBER, 1996. on

KLAUS J. HEMPEL

JUERGEN LENZ

STATE OF \_\_\_\_\_:  
COUNTY OF \_\_\_\_\_:

The foregoing instrument was acknowledged before me this 07 day Sep. 1996, 1996, by KLAUS J. HEMPEL who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC  
My Commission Expires:



STATE OF \_\_\_\_\_:  
COUNTY OF \_\_\_\_\_:

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1996, by JUERGEN LENZ who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC  
My Commission Expires:

ORIGINAL

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HEMPEL & LENZ PROPERTIES 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 member(s) is \$ 100'000.--.
3. If any, the agreed value of property other than cash contributed by member(s) is \$                     . 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(s) is \$ 100'000.--. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 7<sup>th</sup> SEPTEMBER 1996

Juergen Lenz  
JUERGEN LENZ

STATE OF                     :  
COUNTY OF                     :

The foregoing instrument was acknowledged before me this 7 Sep. 1996 day of                     , 1996, by JUERGEN LENZ who is personally known to me or has produced                      as identification.

NOTARY PUBLIC  
My Commission



ORIGINAL

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of HEMPEL & LENZ PROPERTIES 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 member(s) is \$ 100'000.--.
3. If any, the agreed value of property other than cash contributed by member(s) is \$                     . 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(s) is \$ 100'000.--. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 7th SEPTEMBER 1996

KLAUS J. HEMPEL

STATE OF                     :  
COUNTY OF                     :

The foregoing instrument was acknowledged before me this 7th day of SEPTEMBER, 1996, by KLAUS J. HEMPEL who is personally known to me or has produced                      as identification.

-7. Sep. 1996

NOTARY PUBLIC

My Commission Expires:                     

Lic. iur. Beat Rogger  
Rechtsanwalt




Notar

des Kantons Luzern

# ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of HEMPEL & LENZ PROPERTIES L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
CURTIS R. MOSLEY

LA 16 MAR 91 2:50 PM  
RECEIVED  
STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES



L96 000000973

ACCOUNT NO. : 072100000032

REFERENCE : 530959 9654A

AUTHORIZATION :

COST LIMIT : \$ 52.5

*Patricia Pyjick*

ORDER DATE : September 16, 1997

ORDER TIME : 11:01 AM

ORDER NO. : 530959-005

CUSTOMER NO: 9654A

300002294420-12

CUSTOMER: Curtis R. Mosley, Esq  
Mosley Wallis & Whitehead  
1221 East New Haven Avenue  
Melbourne, FL 32902

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 16 PM 2:18

DOMESTIC AMENDMENT FILING

NAME: HEMPEL & LENS PROPERTIES, L.C.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

*9/16/97*  
*BC*

RECEIVED  
97 SEP 16 AM 11:34  
DIVISION OF CORPORATIONS

**ORIGINAL**

**CERTIFICATE OF AMENDMENT  
OF  
HEMPEL & LENZ PROPERTIES, L.C.**

The Articles of Organization of HEMPEL & LENZ PROPERTIES, L.C. are hereby amended as set forth below.

1. The name of the limited liability company is HEMPEL & LENZ PROPERTIES, L.C.
2. The date of filing of the Articles of Organization September 16, 1996.
3. The Articles of Organization are hereby amended as follows:

**ARTICLE I - NAME**

The name of the limited liability company shall be HLP MANAGEMENT L.C.

**ARTICLE III - ADDRESS**

The mailing address and street address of the principal office of the company shall be 1221 East New Haven Avenue, Melbourne, Florida, 32901.

**ARTICLE IX - MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

NAME	ADDRESS
Klaus J. Hempel Managing Member	St. Niklausenstrasse 92 6047 Kastanienbaum Switzerland
Irène Hempel	St. Niklausenstrasse 92 6047 Kastanienbaum Switzerland
Juergen Lenz Managing Member	Bachtelweg 7 6048 Horw Switzerland
Marian Lenz	Bachtelweg 7 6048 Horw Switzerland

4. All other terms, provisions and conditions of the Articles of Organization shall remain in full force, effect and unchanged except as amended herein.

**12. Aug. 1997**





IN WITNESS WHEREOF, the undersigned members have made and subscribed this Certificate of Amendment at Notary Public's office on the 12th day of August, 1997.

KLAUS J. HEMPEL

IRENE HEMPEL

JUERGEN LENZ

MARIAN LENZ

97 SEP 16 PM 2:18

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF  
COUNTY OF

} Lucerne, Switzerland

The foregoing instrument was acknowledged before me this 12th day of August, 1997, by KLAUS J. HEMPEL who is personally known to me ~~XXXXXXXXXXXX~~

Lic. iur. Beat Rogger  
Rechtsanwalt

NOTARY PUBLIC  
My Commission Expires:

STATE OF  
COUNTY OF

} Lucerne, Switzerland

The foregoing instrument was acknowledged before me this 12th day of August, 1997, by IRENE HEMPEL who is personally known to me ~~XXXXXXXXXXXX~~

Lic. iur. Beat Rogger  
Rechtsanwalt

NOTARY PUBLIC  
My Commission Expires:

STATE OF  
COUNTY OF

} Lucerne, Switzerland

The foregoing instrument was acknowledged before me this 12th day of August, 1997, by JUERGEN LENZ who is personally known to me ~~XXXXXXXXXXXX~~

Lic. iur. Beat Rogger  
Rechtsanwalt

NOTARY PUBLIC  
My Commission Expires:  
des Kantons Luzern

STATE OF  
COUNTY OF

} Lucerne, Switzerland

The foregoing instrument was acknowledged before me this 12th day of August, 1997, by MARIAN LENZ who is personally known to me ~~XXXXXXXXXXXX~~

NOTARY PUBLIC  
My Commission Expires:

Lic. iur. Beat Rogger  
Rechtsanwalt  
Notar  
des Kantons Luzern

**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

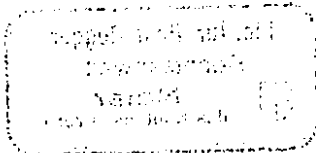
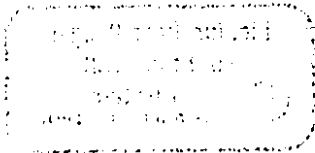
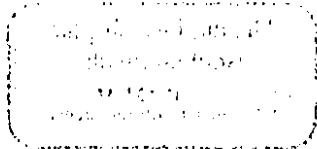
1. Land: Schweizerische Eidgenossenschaft, Kanton Luzern  
Diese öffentliche Urkunde
2. Ist unterschrieben von  
*Alfred Lieber, Kant. Rat Luzern*
3. In der Eigenschaft als  
*Notar des Kantons Luzern*
4. sie ist versehen mit dem Stempel  
*des Notars*

**Bestätigt**

5. In Luzern
6. am *12. Aug. 1997*
7. durch die Staatskanzlei des Kantons Luzern
8. unter Nr. *1028/1997*
10. Unterschrift:
9. Stempel

*Stadelmann*

Josef Stadelmann



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 16 PM 2:18