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REPLY TO:
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October 7, 1996

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ACT AMERICA, L.C.

Dear Sir/Madam;

900001968063
-10/08/96--01133--001
****346.25 ****346.25

Enclosed please find the following:

An original and one (1) copy of the Articles of Organization
Registered Agent Designation, and

A check for \$346.25 for filing fees.

Kindly process same in your normal course and forward this office
with a certified copy of the articles including the applicable
certificate at your earliest convenience.

Very Truly Yours,

Gregory E. Melnick, Jr.

Gregory E. Melnick, Jr.

FILED
96 OCT -8 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

AS/11

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I. NAME:

The name of the Limited Liability Company is:

ACT AMERICA, L.C.

ARTICLE II. ADDRESS:

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

6715 Bittersweet Lane
Orlando, Fl. 32819

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall
be:

Perpetual

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by the members
and their names and addresses are:

Yoshimi Yano
5716 E. Windhover Dr.
Orlando, Fl., 32819

Jun Yoshikawa
6715 Bittersweet La.
Orlando, Fl. 32819

Kaori Obata
13905 Osprey Links Rd.
Orlando, Fl. 32837

Naoki Ishikawa
6518 Grovsnor Ln.
Orlando, Fl.

Kazuyuki Ukon
2057 S. Kirkman Rd., #127
Orlando, Fl. 32811

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

Members may admit additional members upon written approval by
all members.

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95 OCT -8 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may continue the business on the death, retirement, 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 upon written approval of all members.


Jun Yoshikawa, Member Oct. 7. 96
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ACT AMERICA, L.C. deposes and says:

- 1) the above named liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$15,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ 0
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
- 5) the total amount of 2, 3, and 4 is \$15,000.00


Jun Yoshikawa, Member Date 06.2.96

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ACT AMERICA, L.C.
2. The name and address of the registered agent and office is:

Jun Yoshikawa
6715 Bittersweet Lane
Orlando, Florida 32819

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jun Yoshikawa

Date

Oct 7
SECRETARY OF STATE
TALLAHASSEE FLORIDA

26 OCT -8 AM 10:28

FILED