

L9600000/269

**TRANSMITTAL LETTER FOR
FLORIDA LIMITED LIABILITY COMPANY**

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

900002017889--4
-12/03/96--01039--002
****293.75 ****293.75

Subject: ULTIMATE ADVENTURE INTERNATIONAL LC

Enclosed

is an original and one (1) copy of the articles of Organization and a check for: \$ 293.75.
For filing fee, Registered Agent & Certificate.

**From: Richard D. Ewing
5500 St. Lucie Blvd.
Fort Pierce, Florida 34946**

Daytime phone number: (881) 460-6207

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TALLAHASSEE FLORIDA

[Handwritten signature]
12/5

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

Article 1 - Name

The name of the Limited Liability Company is:
ULTIMATE ADVENTURE INTERNATIONAL LC

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: **5500 St. Lucie Blvd.**
Fort Pierce, Florida 34946

Article III - Duration

The period of the duration for the Limited Liability Company shall be **Twenty (20)** years.

Article IV- Management

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

Richard D. Ewing
5500 St. Lucie Blvd.
Fort Pierce, Florida 34946

and

Donna L. Ewing
5500 St. Lucie Blvd.
Fort Pierce, Florida 34946

Article V - Admission of additional members

The right, if given, of the remaining members to admit additional members and the terms and conditions of admissions shall be:

(A) new members can only be admitted by the unanimous vote of all the members.

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(B) any member may withdraw from this LLC by giving at least 15 days written notice from the date the withdrawal is to be effective.

(C) Restrictions on Transfer of membership. A member shall not transfer his or her membership in the LLC unless all of the members approve of the admission of the transferee into the LLC. Upon such approval, new members shall be accorded all rights associated with membership in this LLC.

Notwithstanding the above provision, any member shall be allowed to assign an economic interest in his or her membership to another person without the approval of the other members. Such an assignment shall not include a transfer of the member's voting or management rights in this LLC, and the assignee shall not become a member of this LLC.

Article VI - Members rights to continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Limited Liability Company shall be:

(A) The death, insanity, bankruptcy, retirement, resignation or expulsion of a member, except that within 30 days of the happening of any of these events, all remaining members of the LLC may vote to continue the legal existence of the LLC, in which case the LLC shall not dissolve.

(B) the expiration of the term of the LLC.

(C) the written agreement of all the members to dissolve the LLC.

(D) entry of a decree of dissolution of the LLC under state law.

Article VII - Tax and Financial provisions

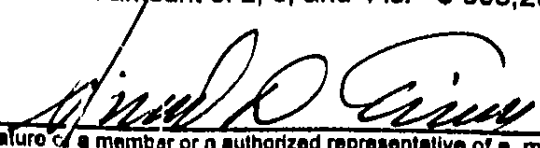
(1) Tax Treatment : It is anticipated that this LLC will not be treated as a corporation under state and federal tax law, but instead it will be treated in the same manner as a partnership for tax purposes. It is further understood that the members do not consider each other partners or joint ventures with any member or manager of this LLC for any other purpose other than federal and state tax purposes.

(2) Tax year and accounting method: The tax year for this LLC shall be January 1 through December 31. The LLC shall use the Cash method of accounting.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member and authorized representative of
ULTIMATE ADVENTURE INTERNATIONAL LC disposes and says:

- (1) the above named Limited Liability Company has at least two members.
- (2) the total amount of cash contributed by members is \$ 200.00
- (3) If any, the total agreed value of property other than cash contributed by members is \$ 6,000.00. A description of the property is attached and made a part hereto.
- (4) the amount of cash or property anticipated to be contributed by members is \$ 300,000.00.
- (5) the total amount of 2, 3, and 4 is. \$ 306,200.00.


Signature of a member or an 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.)

11/26/96
Date

Description of property in 3 above.

Two computers; Pent 100 with 3 unique boards.
Oscilloscope
Signal generator
Power supply
Color Printer
FAX/Phone/Copier

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 808.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
IN THE STATE OF FLORIDA.

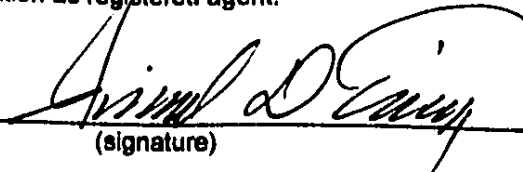
1. The name of the Limited Liability Company is :

ULTIMATE ADVENTURE INTERNATIONAL LC

2. The name and address of the registered agent and office is:

**Mr. Richard D. Ewing
5500 St. Lucie Blvd.
Fort Pierce, Florida 34946**

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.


(signature)

11/26/96
(Date)

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