

L97000000013

445 Howell Avenue  
Brooksville, FL 34601

December 30, 1996

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

200002050652--1  
-01/08/97-01059-007  
\*\*\*285.00 \*\*\*285.00

RE: Euro-American Management Group, L.C.


Gentleman:

Enclosed is the signed original and one signed copy of the Articles of Organization with regard to the above-referenced company. We have also enclosed a check in the amount of \$285.00 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Organization to me.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

  
Thomas E. Barnette

Enclosures

FILED  
96 DEC 31 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
1/3/97

**ARTICLES OF ORGANIZATION**

**OF**

**EURO-AMERICAN MANAGEMENT GROUP, L.C.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

**NAME**

The name of the limited liability company shall be Euro-American Management Group, L.C. ("Company"). The principal place of business of the Company in Florida shall be 445 Howell Avenue, Brooksville, FL 34601.

**ARTICLE II**

**DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2056, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III**

**PURPOSES AND POWERS**

The general purpose for which the Company is organized is to acquire, own, develop and manage a student travel program and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited company

under the laws of the State of Florida.

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Thomas E. Barnette, 445 Howell Avenue, Brooksville, FL 34601.

#### **ARTICLE V**

##### **CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Thomas E. Barnette and Rebecca D. Barnette	\$650,000 in Euro-American Programs, Inc. stock
Thomas Jackson Barnette	\$150,000 in cash.

#### **ARTICLE VI**

##### **ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

#### **ARTICLE VII**

##### **ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.


#### **ARTICLE IX**

##### **MANAGEMENT (MANAGEMENT BY MEMBERS)**

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 addresses of the members of the Company are:

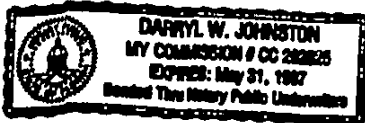
<b>NAME</b>	<b>ADDRESS</b>
Thomas E. Barnette	445 Howell Avenue, Brooksville, FL
Rebecca D. Barnette	445 Howell Avenue, Brooksville, FL
Thomas Jackson Barnette	521 Village Trace, Building 10, Marietta GA

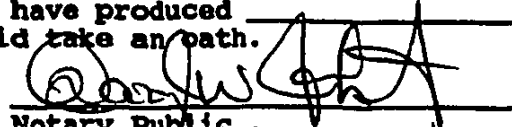
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Brooksville, Florida, for the foregoing uses and purposes this 30<sup>th</sup> day of December, 1996.

  
Thomas E. Barnette

STATE OF FLORIDA  
COUNTY OF HERNANDO

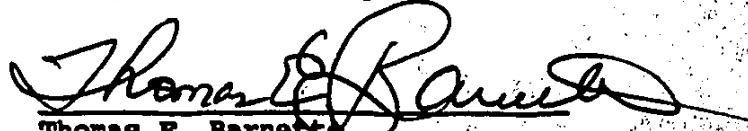
The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1996, by Thomas E. Barnette and who is personally known to me or who have produced as identification and who did take an oath.



  
Notary Public  
Print: Darryl W. Johnston  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Euro-American Management Group, L.C. , as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
Thomas E. Barnette  
Registered Agent

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


**FILED**

96 DEC 31 AM 9:18

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, **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: Euro-American Management Group, L.C.

2. The name and address of the registered agent and office is: Thomas E. Barnette, 445 Howell Avenue, Brooksville, FL 34601. 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 company 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.


  
Thomas E. Barnette

12-30-96  
Date

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

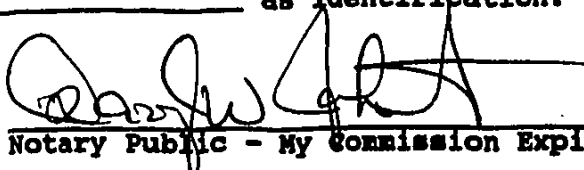
The undersigned member or authorized representative of  
member of Euro-American Management Group, L.C.  
says:

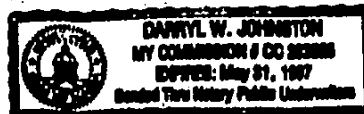
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$150,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$650,000. The property other than cash is stock in Euro-American Programs, Inc.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$800,000. This total includes amounts from 2 and 3 above.

  
Thomas E. Barnette  
Signature of member or  
authorized representative of  
member

STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing instrument was sworn to and subscribed before me  
this 30<sup>th</sup> day of December, 1996 by Thomas E. Barnette,  
who is personally known to me or who has produced \_\_\_\_\_  
as identification.

  
Notary Public - My Commission Expires:



FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA