

L97000000093
SmartGate® Non-Contact Safety System

The Leading Edge in Gate Safety

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Telephone 941-366-9361
Facsimile 941-366-9507
USA Toll Free 800-863-9361

Via Overnight Mail - (904) 487-6051

February 25, 1998

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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RE: Certificate of Amendment to Articles of Organization of SmartGate, L.C.

Dear Amendment Section Personnel:

This is a request that you please file the enclosed Certificate of Amendment to Articles of Organization of SmartGate, L.C. Additionally enclosed is a filing fee check in the amount of \$52.50, and a copy of the Certificate. Please stamp the copy, and return the stamped copy to our office via UPS overnight at the following address:

SmartGate, L.C.
1800 Second Street, Suite 854
Sarasota, FL 34236
Attention: Steve Michael
Tel. (941) 366-9361

Please use our UPS billing number 5E6902 when returning the stamped copy. If you have any questions, please do not hesitate to contact me.

Best Regards,
SmartGate, L.C.



Stephen A. Michael, President

SAM/nal
Enclosures

1800 Second Street, Suite 854 Sarasota, Florida 34236

1-800-863-9361

smrtgate@gte.net

CORAPAMND

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SmartGate, L.C.**

- FIRST:** The date of filing of the Articles of Organization was January 23, 1997.
- SECOND:** The following Amendment(s) to the Articles of Organization were adopted by the Limited Liability Company:

- Article II entitled "DURATION" is hereby deleted in its entirety and replaced with the following:

**"ARTICLE II
DURATION**

This Company is to exist perpetually. This Company's existence commenced upon the filing of its Articles of Organization with the Secretary of State on January 23, 1997."

- Article V entitled "ADMISSION OF NEW MEMBERS AND TRANSFERABILITY OF INTERESTS" is hereby deleted in its entirety and replaced with the following:

**"ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS AND
TRANSFERABILITY OF INTERESTS**

The managers shall have the authority to admit additional members and issue new Units of Membership and such admission and issuance shall be by a majority vote of the managers. 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 without the approval of a majority of the managers.

- Article VI entitled "TERMINATION OF EXISTENCE" is hereby deleted in its entirety and replaced with the following:

**"ARTICLE VI
TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member, 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 the majority of the managers."

Dated: FEBRUARY 24, 19 98



Signature of a member or authorized representative of a member

STEPHEN A. MICHAEL

Typed or printed name of person signing