

Simon & Simon

CHARTERED ATTORNEYS

ALAN RICHARD SIMON*
JEANNE KRAMER SIMON

~~XXXXXXXXXXXX~~

*ALSO ADMITTED IN PA. & TEXAS

S. TRACY LONG

ONE BOCA PLACE • ATRIUM 226
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January 31, 1997

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State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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RE: Articles of Organization of D-Manx, L.C.
Florida Limited Liability Company

Dear Sir/Madam:

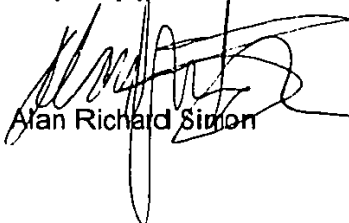
Please find enclosed an original and one copy of the Articles of Organization of D-Manx, L.C. and Affidavit of Membership and Contributions for filing in connection with the above-referenced matter.

Also enclosed is our check in the amount of \$337.50 to cover the cost of filing the Limited Liability Company.

Please return a conformed copy to our office in the enclosed, self-addressed, stamped envelope.

Thank you for your cooperation in this matter. If you have any questions, please call.

Very truly yours,


Alan Richard Simon

ARS:kl

Enclosure

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STATE
CORPORATIONS

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**ARTICLES OF ORGANIZATION
OF
D-MANX, L.C.**

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DIVISION OF CORPORATIONS

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I, the undersigned a natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, (Florida Statute Ann. 608.401 through 608.514 and 621.01 through 621.14 and as further amended)(the "Act") do hereby adopt the following Articles of Organization for such Limited Liability Company.

ARTICLE ONE

The name of the Limited Liability Company is D-MANX, L.C.

ARTICLE TWO

The period of duration of this Limited Liability Company is thirty (30) years from the date of the filing of these Articles of Organization with the Secretary of State or until the dissolution of the Limited Liability Company in accordance with the provisions of its Regulations, whichever is earlier.

ARTICLE THREE

The purpose for which the Limited Liability Company is organized is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

ARTICLE FOUR

The Limited Liability Company shall have the powers provided for a corporation under the Act.

ARTICLE FIVE

The Limited Liability Company will not commence business until it has received for the issuance of its certificates of membership interest consideration consisting of money, labor done, a promissory note, or property received.

ARTICLE SIX

On each matter on which the membership interest is entitled to vote, a Member will have a vote equal to the fraction of membership interest owned by the Member.

Cumulative voting is not allowed.

Preemptive rights do not exist.

Simon & Simon Chartered Attorneys
2255 Glades Rd., Suite 226-A
Boca Raton, FL 33431
Alan Richard Simon, Esq.
Florida Bar No.315036

ARTICLE SEVEN

The Principal office and mailing address of the Limited Liability Company shall be:

Principal Office: 831 Kokomo Key Lane
Delray Beach, Florida 33487

Mailing Address: 831 Kokomo Key Lane
Delray Beach, Florida 33487

ARTICLE EIGHT

The management of the Limited Liability Company is hereby reserved to the Members, and the names and addresses of its initial Members are as follows:

NAME	ADDRESS
Harry Robert Hotchin	Tower House Tower Road Ramsey Isle of Man 1M82EA
Judith Mary Sullivan	Tower House Tower Road Ramsey Isle of Man 1M82EA

ARTICLE NINE

The name and address of the organizer is:

Simon & Simon Chartered Attorneys
2255 Glades Road, Suite 226-A
Boca Raton, FL 33431

as authorized representative for Harry Robert Hotchin and Judith Mary Sullivan.

ARTICLE TEN

The initial Regulations will be adopted by the Members. The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the Members.

ARTICLE ELEVEN

No Member of the Limited Liability Company shall be liable to the Limited Liability Company or the other Members for monetary damages for an act or omission in such

Member's capacity as a Member of the Limited Liability Company, except that this Article does not eliminate or limit the liability of a Member to the extent the Member is found liable for (i) a breach of the Member's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the Member's office; or (iv) an act or omission for which the liability of a Member is expressly provided by an applicable statute.

ARTICLE TWELVE

TRANSFER AND ENCUMBRANCE OF SHARES

A. Transfer of Shares

1. Save as may be otherwise provided in the Regulations, no Member may sell or transfer all or any part of its Membership Interest in the Company, including to any affiliate or entity owned and controlled by the transferring Member, except with the prior written consent of all other Members. Any sale or transfer without said consent shall be null and void and confer no rights on the transferee as against the Company or any of its Members.
2. Any approved sale or transfer by the Managing-Member of all or part of its Membership Interest shall require the Members to elect a new managing-Member within [2 weeks] of such sale or transfer.

B. No Member may pledge or otherwise encumber all or any part of its Membership Interest in the Company.

C. A new Member shall be admitted subject to compliance with the following:

1. A written transfer document, signed by the transferor Member(s) and accepted in writing by the transferee, and a duplicate original of such document being delivered to the Company and being consented to in writing by all the Members; and
2. The execution and delivery by the transferee to the Company of a written agreement, in form reasonably satisfactory to the Company, pursuant to which said party agrees to be bound by these Articles of Organization.

D. In the event a transfer is made in accordance with the terms of this Article Twelve, unless otherwise required by the Internal Revenue Code of 1986, as now in effect or as hereafter amended:

1. The effective date of such transfer shall be the date set forth in the Regulations; and
 2. The Company shall be entitled to treat the transferor Member as the absolute owner of the transferred Membership Interest in all respects and shall incur no liability for distributions or allocations made pursuant to the provisions of the Regulations in good faith to such transferor until such time as the written documents described in Subparagraphs 12.C.1 and 12.C.2 are approved as provided herein.
- E. The costs incurred by the Company associated with the admission of a new Member contemplated by this Article (including reasonable attorney fees) shall be borne by the transferee.

ARTICLE THIRTEEN

- A. Subject to the Regulations, in the event of the death of a Member or of a principal of a Member, the remaining Members shall purchase the affected Member's Membership Interest in the Company from the executor, personal or legal representative or fiduciary of the Member.
- B. Without prejudice to any contradictory provisions herein contained, and upon the death of a Member or a principal of a Member, such Member's legal representative shall have limited rights of the Member solely for the purpose of completing the transfer of the affected Membership Interest.

ARTICLE FOURTEEN

Without prejudice to any contradictory provisions herein contained, the rights and remedies of the Limited Liability Company and its Members, or remaining Members as the case may be, in the event of a purported transfer of a Membership Interest(s) in violation of the afore-mentioned restrictions on transfer are set forth in the Regulations.

ARTICLE FIFTEEN

If any individual or entity other than a Member should acquire all or any part of the Membership Interest of a Member, or become an assignee thereof, by operation of law or as a result of an order of a court of a competent jurisdiction which the Company is required by law or equity to recognize, the Company will have the unilateral option to acquire the interest of the transferee or assignee upon the terms and conditions set forth in the Regulations.

ARTICLE SIXTEEN

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the affirmative vote of Members owning more than 50% in interest of all of the Membership Interests in the Limited Liability Company then outstanding, provided that the provisions of this Article Sixteen may not be amended without the affirmative vote of all of the Members of the Limited Liability Company.

ARTICLE SEVENTEEN

No Member shall be liable for the debts, obligations or liabilities of the Limited Liability Company, including under a judgment, decree or order of any court.

EIGHTEEN ARTICLE

The initial capital contribution in the amount of the cash contributed is \$1,000.00 and a description of the property other than cash contributed by Members is: ..

NONE

The total amount of cash or property anticipated to be contributed by Members is \$1,000.00. This total includes amounts from cash contributions and the agreed value of the property contributed.

ARTICLE NINETEEN

Members may be compensated for services rendered on behalf of the company.

ARTICLE TWENTY

The name of the initial registered agent within Florida is Simon & Simon Chartered Attorneys, a Florida corporation, and the street address is 2255 Glades Road, Suite 226-A, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Organization on the 31 day of Jan, 1997.

SIMON & SIMON CHARTERED ATTORNEYS

BY: 

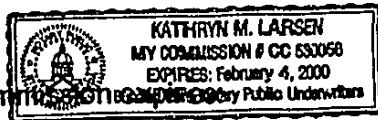
ALAN RICHARD SIMON, ESQ., DIRECTOR
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me appeared Alan Richard Simon, Esq., Director of Simon & Simon Chartered Attorneys, a Florida professional corporation, who, on behalf of the corporation executed the foregoing Articles of Organization. The above named officer is personally known to me and did not take an oath, this 31 day of Jan., 1997.

Kathryn M. Larsen
NOTARY PUBLIC

Kathryn M. Larsen
Printed Signature



My commission expires on

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DIVISION OF CORPORATIONS
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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That D-Manx, L.C., desiring to organize or qualify under the laws of the State of Florida, has named Simon & Simon Chartered Attorneys, a Florida corporation, located at 2255 Glades Road, Suite 226-A, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

[Signature]
ALAN RICHARD SIMON, ESQ., DIRECTOR

Having been named to accept service of process for the above state Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIMON & SIMON CHARTERED ATTORNEYS

BY: [Signature]
ALAN RICHARD SIMON, ESQ., DIRECTOR

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of D-Manx, L.C., deposes and says:

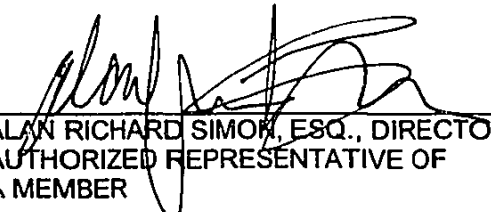
1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of the property other than cash contributed by members is \$0.00. A description of the property is as follows:

N/A

4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraphs 1 and 2 above.

SIMON & SIMON CHARTERED ATTORNEYS

BY:



ALAN RICHARD SIMON, ESQ., DIRECTOR
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.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Alan Richard Simon, Esq., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of Jan, 1997.


NOTARY PUBLIC, STATE OF FLORIDA


Printed Notary Signature

