

LA 700000525

POTTER, McCLELLAND, MARKS & HEALY, P.A.

FILED

97 MAY 15 10:49

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April 23, 1997

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

0000002155370-15  
-04/23/97-01001-001  
\*\*\*\*346.25 \*\*\*\*346.25

Re: APEX AMERICAN - PACIFIC EXPORTS, L.C.  
A.P.E.X., L.C.

Dear Sir:

Enclosed please find an original and two copies of Articles of Organization for the above, together with our check in the sum of \$346.25 covering the requisite filing fees, certified copies and certificate of status.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very Truly Yours,

*Timothy M. Williams*  
Timothy M. Williams  
TMW/dbs

Enclosures

2/15/97  
1077-  
4/24/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 28, 1997

TIMOTHY M. WILLIAMS  
POTTER, MCCLELLAND, MARKS & HEALY, P.A.  
700 S BABCOCK ST  
MELBOURNE, FL 32902-2523

SUBJECT: A.P.E.X., L.C.  
Ref. Number: W97000009698

We have received your document for A.P.E.X., L.C. and check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 797A00021754

ARTICLES OF ORGANIZATION

OF

APEX, AMERICAN-PACIFIC EXPORTS, L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be APEX, AMERICAN-PACIFIC EXPORTS, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1182 Shallows Court, Port Orange, Florida 32119.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is JAMES H. FORD, III. 1182 Shallows Court, Port Orange, Florida 32119.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX - MANAGEMENT

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 address of the members of the company are

NAME	ADDRESS
JAMES H. FORD	1182 Shallows Court, Port Orange, Florida 32119
DJOTO MARTIN	601 Bill France Blvd., #1806 Daytona, Florida 32114
SILVARASAN BHARATHAN	600 S. Clyde Morris Blvd. P.O. Box 146638 Daytona, Florida 32114
FOO PIENG LONG	600 S. Clyde Morris Blvd. P.O. Box 146638 Daytona, Florida 32114
ROBERT SCHENKEL	316 Prospect Avenue, #3D Hackensack, NJ 07601

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Melbourne, Florida, on this 13 day of May, 1997.

  
JAMES H. FORD

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of APEX, AMERICAN-PACIFIC EXPORTS, L.C., deposes and 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 \$100,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$.00. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$100,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

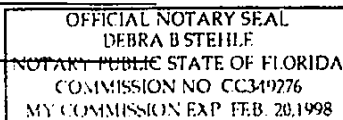
Dated: 13 May 97

Name JAMES H. FORD III

STATE OF FLORIDA  
COUNTY OF BREVARD

SWORN TO AND SUBSCRIBED before me this 13<sup>th</sup> day of May, 1997, by JAMES H. FORD III, who is personally known to me or has produced FL Driver License (identification).

Debra B. Stehle  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_




C:\WP51\CORP\APEX\MEMBER AFF

EXHIBIT "A"

ACCEPTANCE OF REGISTERED AGENT

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97 MAY 15 10:49

The undersigned, being the person named in the articles of organization of APEX, AMERICAN-PACIFIC EXPORTS, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
\_\_\_\_\_  
JAMES H. FORD  
Registered Agent