

L97000000547

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: DIAMOND CUT TECHNOLOGIES, LC  
(Proposed limited liability company name - must include suffix)

400002179624--4  
-05/15/97--01039--006  
\*\*\*\*293.75 \*\*\*\*293.75

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please send one check for the total amount made payable to the Florida Department of State.

FROM: ARLENE E. KENNEDY  
Name (Printed or typed)

2625 DEL MAR DRIVE  
Address

GULF BREEZE, FL 32581  
City, State & Zip

904-932-6220  
Daytime Telephone number

FILED  
97 MAY 15 PM 3:04  
SECRET  
TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is: Diamond Cut Technologies, L.C.

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:  
537 Elva Street, P.O. Box 247, Milton, Florida 32752-0247

## ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: perpetual.

## ARTICLE IV - Management:

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

MICHAEL E. JOHNSON  
2807 N.W. 35TH AVENUE  
MILTON, FL 32583

ARLENE E. KENNEDY  
2825 DEL MAR DRIVE  
GULF BREEZE, FL 32561

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97 MAY 15 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V - Admission of Additional Members:**

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

See attached EXHIBIT A, Paragraph 1.

#### **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 other event which terminates the continued membership of a member in the limited liability company shall be: The Company shall dissolve and its affairs shall be wound up upon the death, withdrawal, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company unless within ninety (90) days after the disassociation of membership as so provided in the Operating Agreement, a majority of the remaining Members consent to continue the business of the Company and to the admission of one or more Members as necessary.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

EXHIBIT A

1. DISPOSITION OF MEMBERSHIP INTERESTS

A. General. Every sale, assignment, transfer, exchange, mortgage, pledge, grant, hypothecation or other disposition of any membership interest shall be made only upon compliance with this Article. No membership interest shall be disposed of if the disposition would cause a termination of the Company under the Internal Revenue Code of 1986, as amended; without compliance with any and all state and federal securities laws and regulations; and unless the assignee of the membership interest provides the Company with the information and agreements that the Members may require in connection with such disposition. Any attempted disposition of a membership interest in violation of this Article is null and void ab initio.

B. Permitted Dispositions. Subject to the provisions of this Article, a Member may assign such Member's membership interest in the Company in whole or in part. The assignment of a membership interest does not itself entitle the assignee to participate in the management and affairs of the Company or to become a Member. Such assignee is only entitled to receive, to the extent assigned, the distributions the assigning Member would otherwise be entitled to.

C. Admission of Substitute Members. An assignee of a membership interest shall be admitted as a substitute Member and shall be entitled to all the rights and powers of the assignor only if the other Members unanimously consent. If admitted, the substitute Member, has to the extent assigned, all of the rights and powers, and is subject to all of the restrictions and liabilities of a Member.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Diamond Cut Technologies, 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 \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ N/A
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00

*Arlene E. Kennedy*

ARLENE E. KENNEDY

ARLENE E. KENNEDY

MAY 12, 1997

Signature of a member or 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.)

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

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: Diamond Cut Technologies, L.C.

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

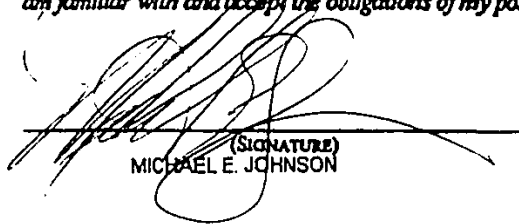
MICHAEL E. JOHNSON  
(NAME)

2957 NO. 36TH AVENUE  
(P. O. Box ~~NOT~~ ACCEPTABLE)

MILTON, FL 32583  
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

*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)  
MICHAEL E. JOHNSON

MAY 12, 1997  
(DATE)

**Filing Fee: \$ 35 for Designation of Registered Agent**