

L97000001134

TRANSMITTAL LETTER

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

700002317447--0
-10/10/97--01077--001
***285.00 ***285.00

SUBJECT: MIGRAFILL U.S.A., L.C.
(Proposed L.C. Name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
~~\$250.00~~ 285.00

FROM:

GRAFTON IFILL

Name (printed or typed)

5520 W. SAMPLE ROAD

Address

MARGATE, FL 33073

City, State, & Zip

954-969-9499

Telephone Number

SECRET
TALLAHASSEE, FLORIDA

97 OCT 10 PM 3:00

FILED

Name	10/13/97
Availability	DCC
Document	
Examiner	DCC
Editor	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**Articles of Organization for Florida Limited
Liability Company**

ARTICLE I - Name:

The name of the Limited Liability Company is:

MIGRAFILL U.S.A., L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

5520 W. SAMPLE ROAD
MARGATE, FL 33073

ARTICLE III - Duration:

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

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

GRAFTON IFILL

5520 W. SAMPLE ROAD
MARGATE, FL 33073

GRANTLEY IFILL

5520 W. SAMPLE ROAD
MARGATE, FL 33073

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be determined by a majority vote of the initial members in accordance with the provisions of the Operating Agreement.

ARTICLE VI - Members Rights to Continue Business:

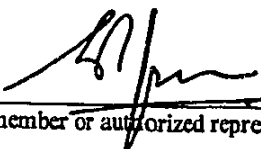
The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be determined by a majority vote of the initial members in accordance with the provisions of the Operating Agreement.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
MIGRAFILL U.S.A., Ltd. 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 \$ 2,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 2,000. This total includes amounts from 2 and # above.


Signature of a member or authorized representative of a member.

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97 OCT 10 PM 3:00
MIGRAFILL U.S.A., LTD.
MILWAUKEE, WISCONSIN

**CERTIFICATE OF DESTINATION 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: MIGRAFILL U.S.A., L.C.

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

GRAFTON IFILL

(Name)

5520 W. SAMPLE ROAD

(P.O. Box not acceptable)

MARGATE, FL 33073

(City/State/Zip)

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SECRETARY OF STATE
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.

X
(Signature)

MAY 20, 1997

(Date)