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3/31/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~XXXX~~ ~~XXXXXX~~ *Greg*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: EQUISENSE, L.L.C.

AUDIT NUMBER.....H98000006177

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES.....6

CERT. COPIES.....0

DEL.METHOD.. FAX

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 31, 1998

KENNETH TREADWELL  
3950 RCA BOULEVARD, SUITE 5001  
PALM BEACH GARDENS, FL 33410SUBJECT: EQUIRENSE, L.L.C.  
REF: W98000007143

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

We need a written description of the property and or services that you indicated on the affidavit in section 4. Line 5 of the affidavit should state a total of \$10,000.00.

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 (850) 487-6913.

Diane Cushing  
Corporate SpecialistFAX Aud. #: H98000006177  
Letter Number: 998A00017122

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION  
OF  
EquiSense, L.L.C.**

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We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

**ARTICLE 1.**

**Name of Limited Liability Company**

The name of this limited liability company shall be EquiSense, L.L.C.

**ARTICLE 2.**

**Period of Duration**

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

**ARTICLE 3.**

**Purpose**

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

**ARTICLE 4.**

**Place of Business and Registered Agent**

The street address and mailing address of the initial principal office of the Company is 1600 W. Oakland Park Blvd., Ft. Lauderdale, Florida 33311. The name and address of the initial registered agent of the Company is Kenneth A. Treadwell whose address is 3950 RCA Blvd. Suite 5001, Palm Beach Gardens, Florida 33410. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

1

Kenneth Treadwell | FL Bar Member 165702  
Kenneth Treadwell, P.A.  
3950 RCA Boulevard, Suite 5001  
Palm Beach Gardens FL 33410  
561-515-1213

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**ARTICLE 5.**  
**Additional Members**

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a seventy percent (70%) in interest of the then-existing members.

**ARTICLE 6.**  
**Continuation of Business**

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

**ARTICLE 7.**  
**Management**

Management of the Company is reserved to Mary Ellen Marshall and Peter J. Marasco who shall serve as the co-managers of this Company until such time as another manager is designated in accordance with the regulations. Mary Ellen Marshall's address is 1600 W. Oakland Park Blvd., Ft. Lauderdale, Florida 33311, and Peter J. Marasco's address is 700 Eastwind Drive, North Palm Beach, Florida 33408..

**ARTICLE 8.**  
**Indemnification of Members and Manager**

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

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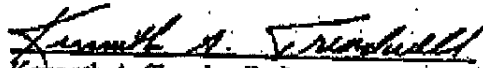
**ARTICLE 9:  
Substitution of Members**

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The interest of the initial members of the Company may not be transferred or assigned to third parties except as provided in the Regulations of the Company.

IN WITNESS OF THE FOREGOING, the undersigned member has hereunto set his hand and seal this 31<sup>st</sup> day of March, 1998.

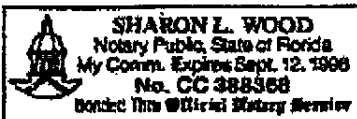
  
Kenneth A. Treadwell, Incorporator

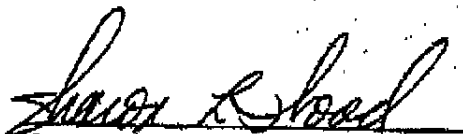
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally came and appeared Kenneth A. Treadwell.

WITNESS my hand and official seal in the County and State last aforesaid, this 31<sup>st</sup> day of March, 1998.



  
Notary Public, State of Florida at Large

Personally known XXX

or Produced Identification                     

Type of Identification Produced                     

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with  
said Act:

That EquiSense, L. L. C., desiring to organize as a limited liability company under the laws  
of the State of Florida with its principal office, as indicated in the Articles of Organization, has  
named Kenneth A. Treadwell, located at 3950 RCA Blvd. Suite 5001, City of Palm Beach Gardens,  
County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated limited liability  
company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree  
to comply with the provision of said Act relative to keeping open said office.

  
Kenneth A. Treadwell

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**AFFIDAVIT**

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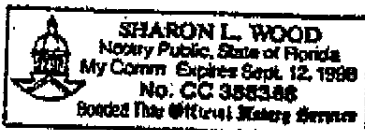
COUNTY OF PALM BEACH

Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally came and appeared Kenneth Treadwell, who being by me first duly sworn, deposed and stated:

1. I am a member of EquiSense, L.L.C., a Florida limited liability company in formation ("the Limited Liability Company").
2. The Limited Liability Company has at least two (2) members.
3. The total amount of cash contributed by the members as of the date hereof is One Thousand Dollars (\$1,000.00).
4. The agreed value of property and services other than cash contributed by the members is Nine Thousand Dollars (\$9,000.00). The services include the creation of computer programs to receive and manipulate data from equipment classes and sales efforts to conclude sales of the Company's equipment and services.
5. The total amount of cash and services anticipated to be contributed to the Limited Liability Company by the members is Ten Thousand Dollars (\$10,000.00). This total includes the amounts set forth in paragraphs 3 and 4 above.

Kenneth Treadwell  
Kenneth Treadwell

Before me, the undersigned authority, personally came and appeared Kenneth Treadwell. WITNESS my hand and official seal in the County and State last aforesaid, this 31<sup>st</sup> day of March, 1998.



Sharon L. Wood  
Notary Public, State of Florida at Large

Personally known ☒

or Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

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