

L98000000420



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 766085 4728359
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 APR -2 PM 3:09

ORDER DATE : April 2, 1998
ORDER TIME : 10:02 AM
ORDER NO. : 766085-005
CUSTOMER NO: 4728359

CUSTOMER: Ms. Mindy L. Carreja
BUSH ROSS GARDNER WARREN & RUDY
220 South Franklin Street
Tampa, FL 33602

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-04/02/98-01027-028
***285.00 ***285.00

DOMESTIC FILING

NAME: PRESGAR INTERNATIONAL INVESTMENT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Handwritten initials: MK, 4/2/98

Handwritten: 898A 00012710, circled 7

RECEIVED 98 APR -2 AM 10:42 DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
PRESGAR INTERNATIONAL INVESTMENT, L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

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ARTICLE I

Name

The name of this limited liability company is PRESGAR INTERNATIONAL INVESTMENT, L.C. (the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence on March 31, 1998 and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 15310 Amberly Drive, Suite 315, Tampa, FL 33647, and its initial registered agent is John N. Giordano, whose address is 220 South Franklin Street, Tampa, Florida 33602.

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ARTICLE V

Additional Members

The members are authorized to admit additional members in the manner set forth in the Company's Regulations.

ARTICLE VI

Continuation of the Company

The Company shall not automatically terminate upon 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 Company, provided that the member whose membership is terminated is not a manager of the Company. Upon termination of the membership of a member who is a manager, the Company will automatically terminate, provided that the holders of a Majority in Interest of the Membership Interests (as those terms are defined in the Company's Regulations) of the Company shall have the right to continue the business of the Company.

ARTICLE VII

Management of the Company

The Company shall be managed by a Manager who shall be elected annually by the Members in the manner set forth in the Company's Regulations. The following individual is hereby appointed the initial manager of the Company, to serve until his successor is duly elected, qualified, and seated:

Gary W. Wright
15310 Amberly Drive
Suite 315
Tampa, FL 33647

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ARTICLE VIII

Regulations

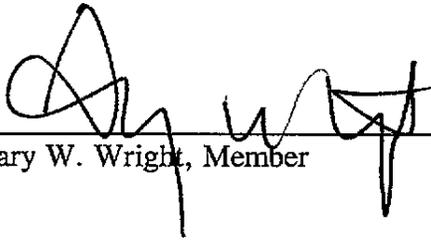
The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.

ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles
Organization this 31st day of March, 1998.



Gary W. Wright, Member

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 1st
day of April, 1998, by, Gary W. Wright.



NOTARY PUBLIC, State of Florida
at Large

Print Name: Melinda Carol Liddy
My Commission Expires: 3/19/2000

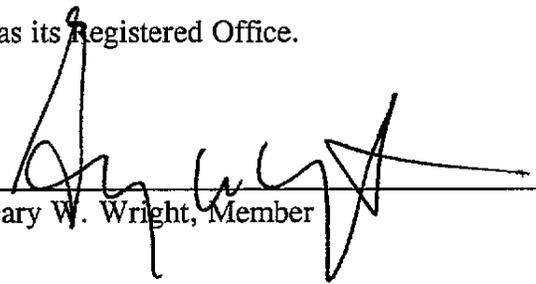
 **MELINDA CAROL LIDDY**
Notary Public, State of Florida
My Comm. Expires March 19, 2000
No. CC 541372

CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, PRES GAR INTERNATIONAL INVESTMENT, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

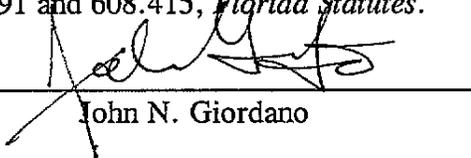
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Gary W. Wright, Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



John N. Giordano

148825.1

AFFIDAVIT

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Gary Wright, being sworn, upon his oath deposes and says:

1. I am a member of PresGar International Investment, L.C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has at least two members.
4. The Members have contributed a total of \$100.00 in capital to the Company.
5. The total amount of the capital contributions anticipated to be contributed by the members is \$500. No non-cash property has been or will be contributed by the members.

Gary W. Wright
Gary W. Wright, Member

SWORN AND SUBSCRIBED TO before me this 1st day of April, 1998.

 **MELINDA CAROL LIDDY**
Notary Public, State of Florida
My Comm. Expires March 19, 2000
No. GC 541372

Melinda Carol Liddy
Notary Public

Print Name: Melinda Carol Liddy

My commission expires: 3/19/2000