1980000000533



ACCOUNT NO. : 072100000032

COST LIMIT : \$ 285.00

ORDER DATE: April 20, 1998

ORDER TIME : 9:31 AM

ORDER NO. : 788464-005

000002504890--1

CUSTOMER NO: 4313038

CUSTOMER: Keith E. Osber, Esq

HINMAN HOWARD & KATTELL, LLP

700 Security Mutual Building

80 Exchange Street Binghamton, NY

DOMESTIC FILING

BTC ASSOCIATES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 24, 1998 ...

STACY L. EARNEST CSC TALLAHASSEE, FL 32301

SUBJECT: BTC ASSOCIATES, L.C.

Ref. Number: W98000009225

We have received your document for BTC ASSOCIATES, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

We must have original signatures. All we received was a photo copy.

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.

Letter Number: 498A00022370

Diane Cushing Corporate Specialist ON BRA 29 MIII: 50

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I- Name:

The name of the Limited Liability Company is:

BTC Associates, L.C.

ARTICLE II- Address:

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

1581 Shady Oak Drive Kissimmee, Florida 34744

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:

Hidden Valley Electronics, Inc. Main Street Apalachin, NY 13732

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:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS



The undersigned member or authorized representative of a member of		
BTC Associates, L.C.	leposes and says:	
1) the above named limited liability company has at least two members	ris	
2) the total amount of cash contributed by the member(s) is	s_15,000.00	
3) if any, the agreed value of property other than cash contributed by A description of the property is attached and made a part hereto.	member(s) is \$	
4) the amount of cash or property anticipated to be contributed by me	mber(s) is s	
5) the total amounts of 2, 3 and 4 is	s 15.000.00	

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

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.

The name and address Of the registered agent and Office is:		
Corporation Service Company (NAME) 1201 Hays Street		Tallahassee, FL 32301 (CITY/STATE/ZIP)
Corporation Service Company (NAME) 1201 Hays Street		(P. O. BOX NOT ACCEPTABLE)
Corporation Service Company		
Corporation Service Company		(
The name and address Of the registered agent and Office is:		Corporation Service Company
	The name a	nd address Of the registered agent and Office is:
	<u></u>	
	1. The name Of the limited liability Company is: BTC Associates, L.C.	

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) (D.

Filing Fee: \$35 for Designation of Registered Agent