

**KORN & ZEHMER, P.A.**

ATTORNEYS AT LAW  
JACKSONVILLE, FLORIDA

PLEASE REPLY TO:  
POST OFFICE BOX 550700  
JACKSONVILLE, FLORIDA 32255-0700  
TELEFAX (904) 296-0384

SUITE 200, SOUTHPOINT BUILDING  
6620 SOUTHPOINT DRIVE, SOUTH  
JACKSONVILLE, FLORIDA 32216  
TELEPHONE (904) 296-2111

April 23, 1998

**Via Federal Express**

Secretary of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/24/98--01122--004  
\*\*\*\*346.25 \*\*\*\*346.25


Re: B&F Consulting, L.C.

Ladies and Gentlemen:

Enclosed is an original and one copy of Articles of Organization, Certificate of Designation of Registered Agent and Affidavit of Membership and Contributions for the above-named limited liability company. Also, a check in the sum of \$346.25 is enclosed which represents the following fees: \$250.00 fee to file the articles of organization and affidavit; \$35.00 fee to file the registered agent designation; \$52.50 for a certified copy of the foregoing; and \$8.75 for the Certificate of Status.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed Federal Express envelope (to be charged to our firm account). Your prompt attention to this matter is greatly appreciated. Please contact the undersigned with any questions or comments.

Sincerely,

  
John H. Zehmer

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 29, 1998

JOHN H. ZEHMER  
KORN & ZEHMER, P.A.  
P.O. BOX 550700  
JACKSONVILLE, FL 32255-0700

SUBJECT: B&F CONSULTING, L.C.  
Ref. Number: W98000009579

We have received your document for B&F CONSULTING, L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409, Florida Statutes, the effective date specified in the articles of organization must be within 5 business days of the date of receipt. Our office received your document on April 24, 1998. Please amend your document accordingly.

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

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 Specialist

Letter Number: 998A00023236

**ARTICLES OF ORGANIZATION**

**FOR**

**B&F CONSULTING, L.C.**

**ARTICLE I**

The name of this Limited Liability Company is: B&F Consulting, L.C. (hereinafter referred to as the "Company")

**ARTICLE II**

The principal office of the Company is located at 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216. The mailing address is the same.

**ARTICLE III**

The period of duration for the Company shall begin as of the date of the filing of these Articles of Organization and end December 31, 2017.

**ARTICLE IV**

The street address of the initial registered office of the Company is 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216, and the name of the initial registered agent of the Company at that address is John H. Zehmer.

**ARTICLE V**

The Company is to be managed by a manager, and the name and address of the initial manager, who shall serve until the annual election of a successor manager, or his or its resignation, removal, death, incompetency or dissolution is, Gert Blechschmidt, whose address is Up de Zaaster Wisch 11, D-27337 Blender-Varste, Germany.

**ARTICLE VI**

The Members may admit additional Members to the Company only with the prior written consent of those Members holding over fifty percent (50%) of the total Membership Interests of the Company. A Membership Interest is the interest of a Member in the profits and capital of the Limited Liability Company, as more fully defined in the Regulations for the Company. Any such admission shall be on the terms and conditions specified in connection with such vote, and only if the proposed additional Member signs an agreement to be bound by these Articles and the Regulations of the Company, and make any required contributions to the capital of the Company.

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## ARTICLE VII

Upon any dissolution of the Company by reason of an event described in Section 608.441, Florida Statutes, and any amended or successor statutes, which events include (but are not limited to) the dissolution, bankruptcy, death or withdrawal of any Member, the remaining Members may elect within one-hundred twenty (120) days of such event, by unanimous written consent, to continue the business of the Company, except that such right to continue the business shall not apply in the case of a withdrawal by Gert Blechschmidt, the founding member.

THE UNDERSIGNED, being an initial Member of the Company, hereby makes, subscribes, acknowledges and file these Articles of Organization, and hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 10th day of March, 1998.

Signed, sealed and delivered  
in the presence of:

Rafaela Schmidt

Martina Brückmann

City of Münster

Federal Republic of Germany

The personally appeared Mr. Gert Blechschmidt,  
Up de Zaaster Wisch 11, 27337 Blender-Varste, Germany  
identified by valid identity card-no. 1736061914 -of the Federal Republic  
of Germany, who signed and acknowledged the foregoing instrument as his free act and deed,  
before me.

Jürgen Müller acting in the capacity of:

Jürgen Müller  
Dr. jur. Herman Hallermann - Notary Public  
My Commission expires only upon revocation by court  
Seal.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: B&F Consulting, L.C.
2. The name and address of the registered agent and office is:

John H. Zehmer  
6620 Southpoint Drive South  
Suite 200  
Jacksonville, Florida 32216

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*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.*

John H. Zehmer  
John H. Zehmer

April 2, 1998  
Date

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of B&F Consulting, 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 \$500.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
- 4) the amount of cash or property anticipated to be contributed by the member(s) is \$ 0.00
- 5) the total amounts of 2,3 and 4 is \$500.00



Signature of a member

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(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.)

BLECHAOO.97

# APOSTILLE

## Legalisation

(Convention de la Haya du octobre 1961)

1. Land: Bundesrepublik Deutschland  
Country

### Diese öffentliche Urkunde

This public document

2. ist unterschrieben von Jürgen Müller  
has been signed by

3. in seiner Eigenschaft als amtlich bestellter Vertreter des Notars  
Dr. Hermann Hallermann in Münster  
acting in the capacity of

4. Sie ist versehen mit dem Siegel des Notars Dr. H. Hallermann  
bears the seal of

Bestätigt  
certified

5. In 48143 Münster  
at

6. am 20.03.1998  
the

7. durch den Präsidenten des Landgerichts  
by

8. unter Nr. 9101 a E 187 - 188/98  
file number

9. Siegel  
Seal

10. Unterschrift

Signatur

In Vertretung

(Dr. Schröder)

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Seal dislodged during  
processing for  
reproduction  
Mr 5/6/98