

L98000001276

**FREDERICK M. DAHLMEIER**

**ATTORNEY AT LAW**

631 U.S. HIGHWAY ONE, SUITE 411

POST OFFICE BOX 14005

NORTH PALM BEACH, FLORIDA 33408

(561) 848-2200

(561) 845-9052 TELECOPIER

July 10, 1998

Corporate Records Bureau  
Division of Corporation  
DEPARTMENT OF STATE  
409 E. Gaines St.  
Tallahassee, FL 32399

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-07/13/98--01118--001  
\*\*\*\*337.50 \*\*\*\*337.50

**RE: APS-AVIATION PARTS & SERVICES, L.C.**

Gentlemen:

Enclosed please find original and one copy of the Articles of Organization, Certificate of Designation of Registered Agent, and Affidavit of Membership for the above-named limited liability company, together with our firm's check in the amount of \$337.50 to cover the following:

Filing fees	\$250.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
<b>TOTAL</b>	<b>\$337.50</b>

Please file the original Articles of Organization and return the certified copy to my attention at the above address.

Very truly yours,

  
Frederick M. Dahlmeier

Name	7/14/98
Availability	
Document	
Examiner	FMD:jr DCC
Encs.	
Updater	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

L98000001276

W98000015938

**FREDERICK M. DAHLMEIER**  
**ATTORNEY AT LAW**  
631 U.S. HIGHWAY ONE, SUITE 411  
POST OFFICE BOX 14005  
NORTH PALM BEACH, FLORIDA 33408  
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(561) 845-9052 TELECOPIER

July 29, 1998

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Attention: Diane Cushing  
Corporate Specialist

Re: APS-Aviation Parts and Service, L.C.  
Ref. Number W98000015938

Dear Ms. Cushing:

Enclosed please find a copy of your July 14, 1998 letter to me together with the original and one copy each of the Articles of Organization, Certificate of Designation of Resident Agent and Affidavit of Membership for the above corporation. According to your July 14th letter, you are holding our check in the amount of \$337.50 for the filing fees.

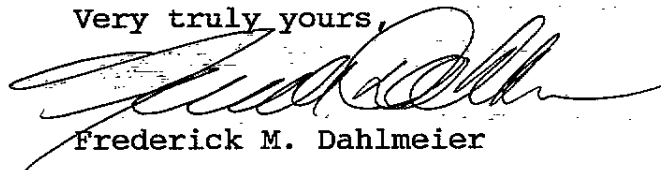
APS-Aviatin Parts and Service, Inc. has amended its articles to change its name to:

REIEMILHAD, INC.

Furthermore, such corporation has relinquished any right to use its earlier name. Enclosed are copies of the Amendment and Waiver.

Please file the original Articles of Organization and return the certified copy to my attention in the enclosed Federal Express envelope.

Very truly yours,



Frederick M. Dahlmeier

FMD/mds  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 14, 1998

FREDERICK M. DAHLMEIER  
P.O. BOX 14005  
NORTH PALM BEACH, FL 33408

SUBJECT: APS-AVIATION PARTS & SERVICES, L.C.  
Ref. Number: W98000015938

We have received your document for APS-AVIATION PARTS & SERVICES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

The document must contain the entity's complete mailing address.

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: 998A00037438

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF  
APS-AVIATION PARTS & SERVICES, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608.401 et. seq. the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be APS-AVIATION PARTS & SERVICES, L.C., and its principal place of business shall be in the City of Riviera Beach, Palm Beach County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1162 South Harbor Drive, in the City of Riviera Beach, Palm Beach County, State of Florida 33404. The mailing address is the same.

ARTICLE III

DURATION

This limited liability company shall exist perpetually from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one person. The name and address of the person who shall serve as such manager until the first annual meeting of members or until a successor is elected and qualified is as follows: NORBERTO CONCEPCION COSTA, 1162 South Harbor Drive, in the City of Riviera Beach, Palm Beach County, State of Florida.

## ARTICLE V

### PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not under the laws of the State of Florida, lawfully carry on, exercise, or do.

#### ARTICLE VI

##### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$100.00) cash shall be paid to the limited liability company by each of the two (2) original members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VII

##### PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement date, or upon written approval of all members.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

#### ARTICLE VIII

##### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

liability company.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1162 South Harbor Drive, Riviera Beach, Florida 33404, and the name of its initial registered agent at such address is TED H. CLIMER.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

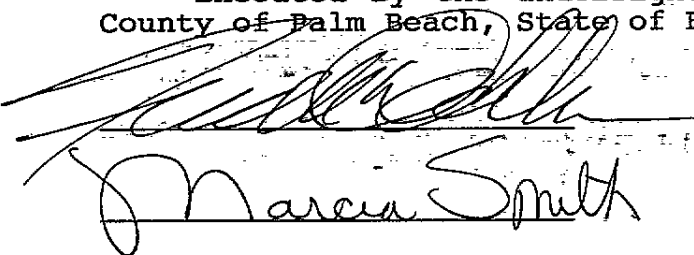
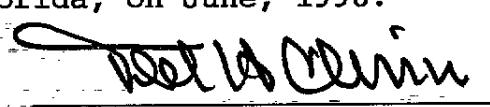
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the Authorized Agent for the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of APS-AVIATION PARTS & SERVICES, L.C.

Executed by the undersigned at the City of Riviera Beach, County of Palm Beach, State of Florida, on June, 1998.

  
Marcia Smith  
  
Ted H. Climer, Authorized Agent for the Original Members

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TALLAHASSEE, FLORIDA


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TALLAHASSEE, FLORIDA

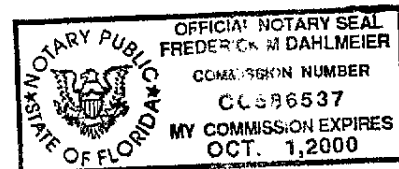
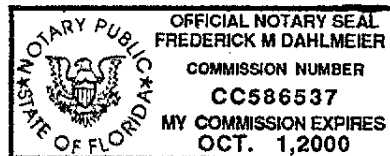
ACKNOWLEDGEMENTS FOR ARTICLES OF ORGANIZATION OF  
APS-AVIATION PARTS & SERVICES, L.C.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30<sup>th</sup>  
day of June, 1998 by TED H. CLIMER, as Authorized Agent for the  
original members of APS-AVIATION PARTS & SERVICES, L.C., who is  
personally known to me and who did take an oath and who  
acknowledges and understands that the facts stated therein are  
stated under penalty of perjury.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415, and 608.407(1)(d), of the Florida Limited Liability Company Act, the limited liability company identified below 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:

APS-AVIATOIN PARTS & SERVICES, L.C.

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

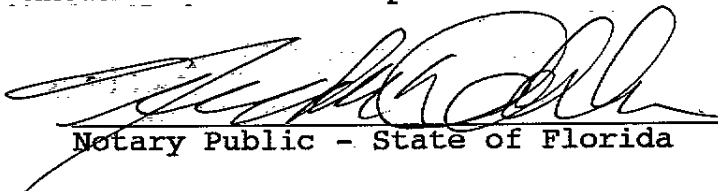
Ted H. Climer  
1162 South Harbor Drive  
Riviera Beach, Florida 33404

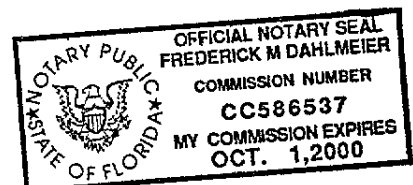
This statement is to acknowledge that, as indicated above, APS-AVIATOIN PARTS & SERVICES, L.C. has appointed TED H. CLIMER, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to 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.

June 30, 1998  
Dated

  
TED H. CLIMER

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of June, 1998 by TED H. CLIMER, authorized agent on behalf of APS-AVIATOIN PARTS & SERVICES, L.C., a limited liability company. He is personally known to me or has produced a drivers license as identification.

  
Notary Public - State of Florida



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TALLAHASSEE, FLORIDA

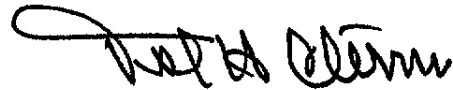
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

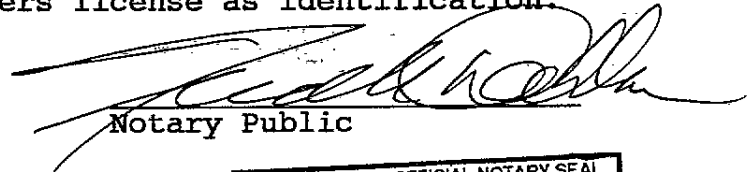
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of APS-AVIATION PARTS & SERVICES, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$200.00.
3. If any, the agreed value of property other than cash contributed by the members is \$-0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$200.00. This total includes the amounts from 2 and 3 above.



Ted H. Climer  
Authorized Representative  
of Original Members of  
APS-AVIATION PARTS &  
SERVICES, L.C.

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of June, 1998, by Ted H. Climer, Authorized Representative on behalf of APS-AVIATION PARTS & SERVICES, L.C., a limited liability company, who did take an oath. He is personally known to me or has produced a drivers license as identification.



Notary Public

