

**THE UNITED STATES  
CORPORATION  
COMPANY**

**L98000001514**

ACCOUNT NO. : 072100000032

REFERENCE : 932672 4612404

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 19, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 932672-005

CUSTOMER NO: 4612404

CUSTOMER: Emil C. Marquardt, Jr., Esq  
MACFARLANE FERGUSON & MCMULLEN

Suite 200  
625 Court Street  
Clearwater, FL 33756

DOMESTIC FILING

NAME: EXTANTECH, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Howard Coleman

EXAMINER'S INITIALS: \_\_\_\_\_

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

We, the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I**

**Name**

The name of the limited liability company shall be EXTANTECH, L.L.C.

**ARTICLE II**

**Address and Place of Business**

The principal place of business for the limited liability company is 485 Carriage House Lane, Tarpon Springs, FL 34689. This is also the company's mailing address.

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV**

**Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

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## ARTICLE V

### General Powers

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a Member or Manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the Members or the managers find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

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- (p) Have and exercise all other powers necessary or convenient to effect its purposes

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is Macfarlane Ferguson & McMullen, 625 Court Street, Second Floor, Clearwater, FL 33756 and the initial registered agent at such address is Emil C. Marquardt, Jr. (Certificate attached as Exhibit "B"). The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Emil C. Marquardt, Jr. is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

## ARTICLE VII

### Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company is described on the attached Exhibit "A", which is made a part hereof by this reference.

## ARTICLE VIII

### Additional Contributions

Additional contributions, if any, will be made by the Members as provided in the regulations adopted by the Members.

## ARTICLE IX

### Management

The business of this limited liability company shall be conducted, carried on, and managed by a management committee acting pursuant to Chapter 608, Florida Statutes, and pursuant to the Regulations of this limited liability company, which Regulations shall serve as the operating agreement for this limited liability company pursuant to Chapter 608.422, Florida Statutes. The names and addresses of the initial members of the Management Committee, who shall serve until their successors are elected in accordance with the Regulations of the limited liability company, are:

MOMIN KHALIL  
485 Carriage House Lane  
Tarpon Springs, FL 34689

ROBERT TEIXEIRA  
2400 Feather Sound Drive, #914  
Clearwater, FL 33762

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## ARTICLE X

### Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

## **ARTICLE XI**

### **Restrictions on Membership**

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the members. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

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## **ARTICLE XII**

### **Regulations**

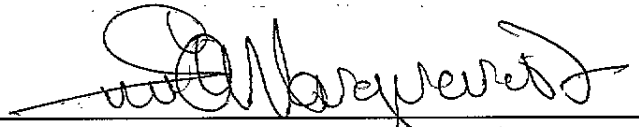
The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

## **ARTICLE XIII**

### **Amendment**

These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed by the laws of the State of Florida.

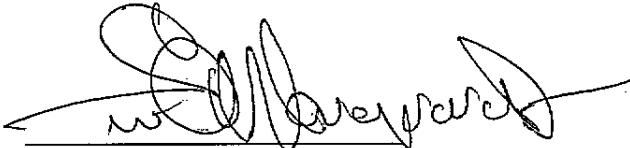
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization  
this 31<sup>st</sup> day of July, 1998.

  
Subscriber and Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent of EXTANTECH, L.L.C.  
pursuant to the foregoing Articles of Organization.

  
EMIL C. MARQUARDT, JR.



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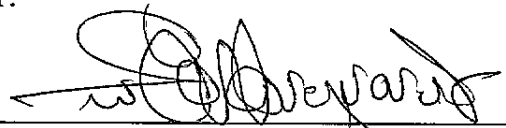
AFFIDAVIT

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

EMIL C. MARQUARDT, JR., being duly sworn, deposes and says that:

1. He is the subscriber of the Articles of Organization of EXTANTECH, L.L.C., a Florida limited liability company (the "Company"), and is an authorized representative of a member of the Company.
2. Effective upon the organization of the Company upon its filing of its Articles of Organization, the Company will have at least two members.
3. Effective upon the organization of the Company upon the filing of its Articles of Organization, the amount of cash contributed by the members is \$1,000.00 and no non-cash property has been contributed.
4. The Members anticipate that no additional funds will be contributed by the members of the Company.

FURTHER, AFFIANT SAYETH NAUGHT.

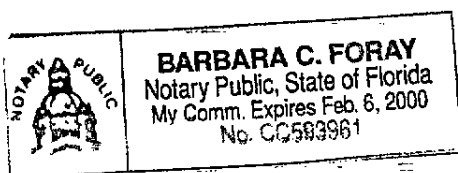
  
\_\_\_\_\_  
Subscriber and Authorized Representative

SWORN TO AND SUBSCRIBED before me this 31<sup>ST</sup> day of July, 1998, by EMIL C. MARQUARDT, JR., who is personally known to me.

  
\_\_\_\_\_  
Signature of Notary Public

(NOTARY SEAL)

I am a Notary Public of the State of Florida  
and my commission expires on 2/6/2000.



**EXHIBIT "A"**  
**TO**  
**ARTICLES OF ORGANIZATION**  
**FOR**  
**EXTANTECH, L.L.C.**

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**Initial Contribution:**

The initial contribution to the capital of EXTANTECH, L.L.C. by its members is as follows:

<u>Member</u>	<u>Cash</u>
MOMIN KHALIL	\$ 500.00
ROBERT TELXIERA	500.00
TOTAL	\$1,000.00

**EXHIBIT "B"**

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

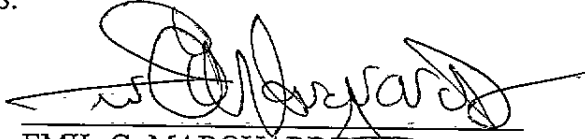
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: EXTANTECH, L.L.C.
2. The name and address of the registered agent and office is:

EMIL C. MARQUARDT, JR., Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Second Floor  
Clearwater, FL 33756

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.

Dated this 31<sup>st</sup> day of July, 1998.

  
\_\_\_\_\_  
EMIL C. MARQUARDT, JR.

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