

L9800001518

ROGERS, BOWERS, DEMPSEY AND PALADINO
ATTORNEYS
FLAGLER CENTER TOWER
305 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

August 17, 1998

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

Via Federal Express

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

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-08/19/98--01063--003
***337.50 ***337.50

In re: Sommerauer Engineering, L.L.C.

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Organization of Sommerauer Engineering, L.L.C. I would appreciate it if you would file the original Articles of Organization in your office. After the Articles of Organization have been filed, the copy of the Articles should then be certified. The certified copy of the Articles of Organization should then be mailed to my office.

You will also find enclosed our firm's check in the amount of \$337.50, in payment of the following fees for the company:

Filing Fee	\$250.00
Designation of Registered Agent Fee	35.00
Certified Copy Fee	<u>52.50</u>
Total	<u>\$337.50</u>

If you have any questions, or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

W. Glenn Dempsey

L98-1518

Name	De 820
Availability	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

WGD/cr
Enclosure

FILED
98 AUG 19 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SOMMERAUER ENGINEERING, L.L.C.**

ARTICLE I - NAME

The name of the limited liability company is "SOMMERAUER ENGINEERING, L.L.C."

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company is W. Glenn Dempsey, 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company upon the unanimous agreement of all members of the limited liability company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

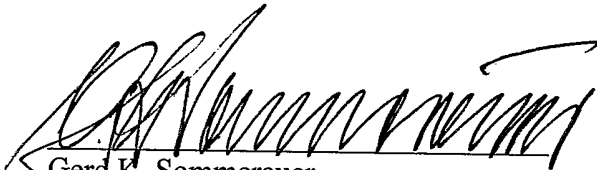
ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

ARTICLE VII - MANAGEMENT

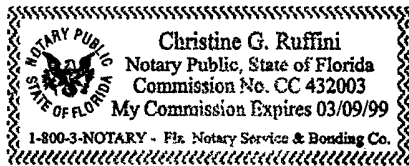
The limited liability company is to be managed by its members. The name and address of the managing member of the limited liability company is Gerd K. Sommerauer, 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 18th day of August, 1998.


Gerd K. Sommerauer

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of August, 1998, by Gerd K. Sommerauer, who is either personally known to me or who has produced his passport as identification.



Christine G. Ruffini
Notary Public State of Florida

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

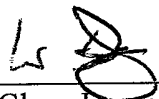
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, SOMMERAUER ENGINEERING, L.L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of Palm Beach, County of Palm Beach, State of Florida, has named W. Glenn Dempsey, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: August 17, 1998



W. Glenn Dempsey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Gert K. Sommerauer, who being duly sworn according to law, stated the following:

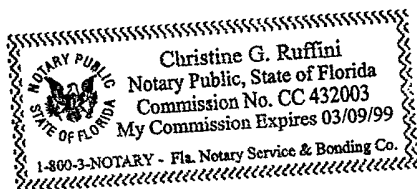
1. That he is the manager and sole member of SOMMERAUER ENGINEERING, L.L.C. (hereinafter referred to as the "limited liability company").

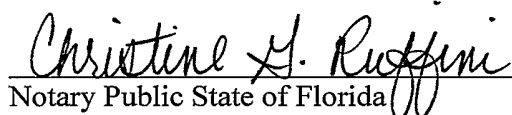
2. That under the Operating Agreement for the limited liability company, he has agreed to contribute the sum of Two Hundred Thousand Dollars (\$200,000.00) in cash to the limited liability company. No property other than cash will be contributed to the limited liability company.

3. That no additional capital contributions to the limited liability company are anticipated at the present time.


Gerd K. Sommerauer

The foregoing instrument was acknowledged before me this 18th day of August, 1998, by Gerd K. Sommerauer, who is either personally known to me or who has produced his passport as identification.




Notary Public State of Florida

My Commission Expires: