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FLORIDA DIVISION OF CORPORATIONS

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NAME: VEN AM SEA TECHNOLOGY, L.L.C.

AUDIT NUMBER.....H98000015919

DOC TYPE.....LIMITED LIABILITY COMPANY

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ARTICLES OF ORGANIZATION  
OF  
VEN AM SEA TECHNOLOGY, L.L.C.

The undersigned, acting as organizer of VEN AM SEA TECHNOLOGY, L.L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I  
NAME

The name of the limited liability company shall be VEN AM SEA TECHNOLOGY, L.L.C. (the "LLC").

ARTICLE II  
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III  
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV  
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business and mailing address in this State of the LLC shall be 14104 Skye Terrace, Delray Beach, FL 33446. The name and address of the LLC's initial registered agent shall be Robert L. Cole, located at 14104 Delray Beach, FL 33446.

Prepared by:  
John J. Raymond, Jr.  
BUTZEL LONG  
1200 N. Federal Hwy., #411  
Boca Raton, FL 33432  
(561) 368-2151  
Florida Bar #0180356

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**ARTICLE V**  
**MEMBERS AND CONTRIBUTIONS**

The following are the members of the LLC:

Robert L. Cole  
Nelson Santos  
David Mackenzie  
Fernando Mesquido  
Richard Kughn  
Kenneth Kargol  
Larry Legal  
David McKay  
Donald Dezio  
J. Michael Venticianque

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the LLC upon the unanimous consent of all the Managers.

**ARTICLE VII**  
**DISSOLUTION AND CONTINUATION**

The Managers shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

**ARTICLE VIII**  
**MANAGEMENT**

The LLC is to be managed by one or more Managers. The name and address of one of the Managers of the LLC is:

Robert L. Cole  
14104 Skye Terrace  
Delray Beach, FL 33446

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

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ARTICLE IX  
ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC as to which members shall be entitled to vote pursuant to the terms of the Operating Agreement and in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by unanimous vote of the Managers.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 20th day of August, 1998.

By: 

Robert L. Cole,  
Organizer

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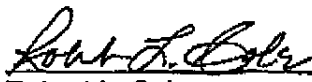
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

That VEN AM SEA TECHNOLOGY, L.L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 14104 Skye Terrace, Delray Beach, FL 33446 has named Robert L. Cole, located at 14104 Skye Terrace, Delray Beach, FL 33446 as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Robert L. Cole

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of VEN AM SEA TECHNOLOGY, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$ 315,000.
3. If any, the agreed value of personal property other than cash contributed by member(s) is \$ 0.
4. The total amount of cash or property anticipated to be contributed by member(s) is at least \$ 800,000. This total includes amounts from 2 and 3 above.

This Affidavit has been executed 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.

  
Robert L. Cole, Manager

STATE OF FLORIDA            )  
                                      ) ss.  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Robert L. Cole, to me known to be the persons described in and who executed the foregoing Articles of Organization of VEN AM SEA TECHNOLOGY, L.L.C., and they acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 20th day of August, 1998.

  
Notary Public  
My Commission Expires:



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