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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Merced Software Production LLC

- ☐ Walk In
☐ Mail Out
☐ Will Wait
☐ Photocopy

☐ Pick Up Time

7

RUSH

- ☐ Certified Copy
☐ Certificate of Status
☐ Certificate of Good Standing
☐ ARTICLES ONLY
☐ ALL CHARTER DOCS

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DIVISION OF CORPORATIONS
98 SEP -4 PM 1:12

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|--------------------------------|
| <input type="checkbox"/> | Foreign |
| <input checked="" type="checkbox"/> | Limited Partnership <u>LLC</u> |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

- ☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
☐ CORP SEARCH

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ML
9/4/98

Ordered By: _____

Date: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1998

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: MERCED SOFTWARE PRODUCTION, L.L.C.
Ref. Number: W98000020045

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Resubmitted

We have received your document for MERCED SOFTWARE PRODUCTION, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the ARTICLES OF ORGANIZATION, you must complete and sign an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use the attached form.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00045066

**ARTICLES OF ORGANIZATION
OF
MERCED SOFTWARE PRODUCTION, L.L.C.**

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The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act, 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 MERCED SOFTWARE, L.L.C.

ARTICLE II

Address

The mailing address and principal place of business shall be 120 U.S. Highway One, Suite #2, North Palm Beach, Florida 33408, 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 III

Duration

This limited liability company shall exist for a period of time not to exceed thirty (30) years from the date of filing the Articles with the Office of the Secretary of State of Florida, or until sooner 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 Three (3) managers. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until such persons/successor(s) is elected and qualified as follows:

THOMAS F. STINSON, III

120 U.S. Highway One, Suite #2
North Palm Beach, Florida 33408

SCOTT HOWELL

120 U.S. Highway One, Suite #2
North Palm Beach, Florida 33408

BRIAN C. CAPELLARO

120 U.S. Highway One, Suite #2
North Palm Beach, Florida 33408.

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ARTICLE V

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 by unanimous consent of its members.

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

ARTICLE VI

Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, 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.

ARTICLE VIII

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 liability 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.

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 authorizing 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.

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ARTICLE IX


Initial Registered Office and Agent

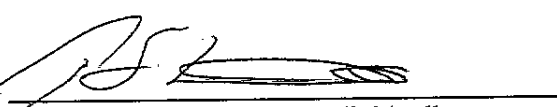
The address of the initial registered office of the limited liability company is 515 North Flagler Drive, 17th Floor, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is E. Scott Nunley.


The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of MERCED SOFTWARE PRODUCTIONS, L.L.C.


Executed and made effective by the undersigned on the 15 day of July, 1998.

MERCED SOFTWARE, Limited Partnership


By: Thomas F. Stinson III, in his capacity
as President of Merced, Inc., General Partner
for Merced Software, Limited Partnership
508 North Curry Street, #3
Carson City, Nevada 89703


Thomas F. Stinson, III, Individually
120 U.S. Highway One, Suite #2
North Palm Beach, Florida 33408


Scott Howell
120 U.S. Highway One, Suite #2
North Palm Beach, Florida 33408


Brian C. Capellero
120 U.S. Highway One, Suite #2
North Palm Beach, Florida 33408

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

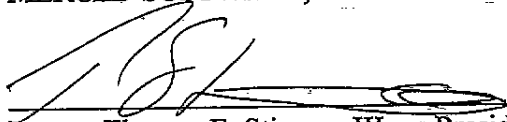

E. Scott Nunley

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MERCED SOFTWARE PRODUCTION, L.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 members is \$ 3,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$ 3,000.00. This total includes amounts from 2 and 3 above.

MERCED SOFTWARE, LIMITED PARTNERSHIP


By: Thomas F. Stinson, III, as President of
Merced Group, Inc., General Partner for
Merced Software, Limited Partnership

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