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NILESH M. PATEL

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September 10, 1998

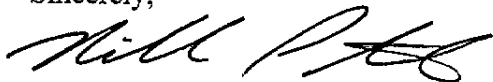
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam,

Please find enclosed an original and one copy of the Articles of Organization for **AVERTECH, L.C.**. Please file and send the certified copy back to the above address as soon as possible. Also enclosed is a check for \$337.50 for the filing and certified copy.

Please call the above number if you have any questions.

Sincerely,



Nilesh M. Patel

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Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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Mr. Sullivan GAVE
AUTHORIZATION BY PHONE TO
CORRECT Affidavit
DATE 9-15-98
DOC. EXAM MAH

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
AVERTECH, L.C.

I, the undersigned subscriber to these Articles of Organization, being a natural person competent to contract, hereby subscribe to and form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - Name:

The name of the Limited Liability Company shall be **AVERTECH, L.C.**

ARTICLE II - Address:

The principal place of business and mailing address of this company shall be 8016 West Elm Street, Tampa, Florida 33615. The members from time to time may designate such other address and place for the principal office of the Limited Liability Company as they deem appropriate.

ARTICLE III - Business Permitted:

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Duration:

The period of duration for the Limited liability Company shall be perpetual.

ARTICLE V - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Walter Keith Sullivan
8016 West Elm Street
Tampa, FL 33615

Richard Douglas Sullivan
8016 West Elm Street
Tampa, Florida 33615

Charles Edward Sullivan
3303 North Lakeview Dr.
Apt. 2503
Tampa, FL 33618-1334

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ARTICLE VI - Admission of Additional Members:

Members of the Limited Liability Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contributions by new members at the time the new members are admitted.


ARTICLE VII - Members Right to Continue Business:

The remaining members of the Limited Liability Company may have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Limited Liability Company. The Business may be continued only on unanimous written consent of the remaining members.

ARTICLE VIII - Effective Date:

The effective date of this Limited Liability Company shall be September 14, 1998.

IN WITNESS WHEREOF, I hereto set my hand and seal and acknowledge and file the foregoing Articles of Organization of AVERTECH, L.C., under the laws of the State of Florida, this 10th day of September, 1998.

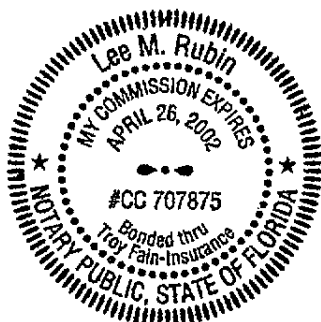


Walter Keith Sullivan

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

BEFORE ME, personally appeared, WALTER KEITH SULLIVAN, Initial Subscriber, to me known to be the individual described in and who executed the foregoing Articles of Organization, and Acknowledged that he executed the same for the purpose expressed therein.

SWORN TO AND SUBSCRIBED before me this 10th day of September, 1998.



NOTARY PUBLIC
State of Florida

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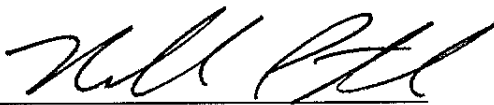
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

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

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

NILESH M. PATEL
609 West DeLeon Street
Tampa, Florida 33606

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.


Signature

9-10-98
Date

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member of **AVERTECH, L.C.**, deposes and says:

1. The above Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$ 3,000
3. If any, the agreed value of property other than cash contributed by the members is Hand Tools \$ 10,000.00
4. The amount of cash or property anticipated to be contributed by members is \$ 0.00
5. The total amount of 2,3,4 is \$ 13,000



WALTER KEITH SULLIVAN, Member
(In accordance with section 608.408 (3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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