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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)410-1015
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: LISA A LANIUS
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NAME: SPS TECHNOLOGIES, L.L.C.
AUDIT NUMBER.....H98000019395
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

THE PRINCIPAL OWNERS OF THIS NEW ENTITY ARE THE
SAME AS SPS TECHNOLOGIES CORPORATION
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THANK YOU.

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**ARTICLES OF ORGANIZATION
OF
SPS TECHNOLOGIES, L.L.C.,
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is SPS Technologies, L.L.C. (the "Company").
2. **PERIOD OF DURATION.** The period of duration of the Company shall be perpetual.
3. **PURPOSE.** The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The street address of the principal office and mailing address of the Company is 5420 NW 33rd Avenue, Suite 107, Fort Lauderdale, Florida 33309.
5. **REGISTERED AGENT.** The name and address of the initial registered agent for the Company is: Juan Cantor, 5420 NW 33rd Avenue, Suite 107, Fort Lauderdale, Florida 33309.
6. **ADDITIONAL MEMBERS.** Members may admit additional members upon the consent of a majority in interest of the then existing members.
7. **CONTINUITY OF BUSINESS.** Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of remaining members owning a majority-in-interest of the profits interests and of the capital interests of the Company.

Prepared by: Diane J. Geller, Esq., FL Bar # 0108987
Ruden, McClosky, et al, P.O. Box 1900
Ft. Lauderdale, FL 33301
Phone: 954-764-6660 Fax: 954-764-4996

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8. MANAGEMENT. The Company shall be managed its members, and their names and addresses are:

Member

Address

SPS Technologies Corporation

5420 NW 33rd Avenue, Suite 107

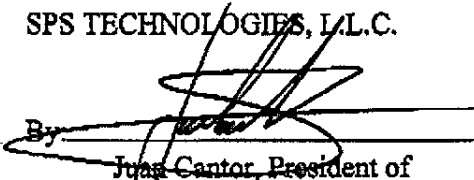
Fort Lauderdale, Florida 33309

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The undersigned has executed these Articles of Organization on the 16th day of October, 1998.

SPS TECHNOLOGIES, L.L.C.

By


Juan Cantor, President of
SPS Technologies Corporation, Member

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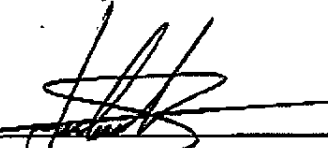
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of SPS Technologies, 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 members is \$20,000.00.
3. No property other than cash is being contributed by the members.
4. No additional cash or property is anticipated to be contributed by the members.
5. The total amount of contributions by the members is \$20,000.00.

By: 
 Juan Cantor, President of
 SPS Technologies Corporation,
 Member

(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.)

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CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: SPS Technologies, L.L.C.
2. The name and address of the registered agent and office is:

Juan Cantor
 5420 NW 33rd Avenue, Suite 107
 Fort Lauderdale, Florida 33309

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 its 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.



 Juan Cantor
 Registered Agent

10-16-98
 (Date)

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