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**Law Office of Daniel T. White, Esquire**

**1304 N.W. 98<sup>th</sup> Terrace  
Gainesville, Florida 32606**

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October 20, 1998

Via Fed Ex

Registration Section, Division of Corporations  
State of Florida  
409 E. Gaines St.  
Tallahassee, FL 32399  
tele: (850)487-6051

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\*\*\*337.50 \*\*\*337.50

Re: Prostech, L.L.C.

To whom it may concern:

CM

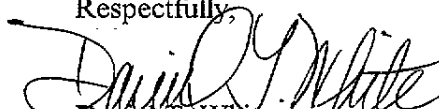
In connection with filing Articles of Organization for and on behalf of the above-referenced limited liability company, I have enclosed one original copy and one photocopy (except for the check) for each of the following:

- Articles of Organization.
- Certificate of Registered Agent.
- Supplemental Affidavit of Membership and Contributions.
- Check payable to "Florida Department of State" in the amount of \$337.50 as payment for the following: Filing Fee for Articles of Organization and Affidavit (\$250); Designation of Registered Agent (\$35); and Certified copy (\$52.50).

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Please send me a certified copy of the Articles of Organization as soon as possible. Should you have any questions, please contact me at the telephone numbers listed above. Thanks.

Respectfully,

  
Daniel T. White

**ARTICLES OF ORGANIZATION**  
**OF**  
**PROSTECH, L.L.C.**

**Article I: Name**

The name of this limited liability company shall be Prostech, L.L.C. (the "Company").

**Article II: Mailing and Street Address**

The Company's mailing and street address shall be 7290 S.W. 42<sup>nd</sup> Street, Miami, Florida 33155.

**Article III: Initial Registered Office and Agent**

The initial registered office of the Company is 1304 N.W. 98<sup>th</sup> Terrace, Gainesville, FL 32606. The Company's initial registered agent at that address shall be Daniel T. White, Esquire.

**Article IV: Duration**

The Company shall have perpetual existence.

**Article V: Purpose and Powers**

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.

**Article VI: Management by Managers**

The management of the Company shall be conducted by managers, as further provided in the Company's operating agreement, and the name and address of the Company's initial manager shall be Scott Jahrmarkt, whose address is 7290 S.W. 42<sup>nd</sup> Street, Miami, Florida 33155, and who shall continue to serve as the Company's managing member in accordance with the Company's

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operating agreement until such time as his successor(s) is/(are) duly qualified and elected.

#### **Article VII: Limitation of Authority of Members**

Except as may be otherwise specifically provided and authorized (i) under the Company's operating agreement or (ii) through resolution or written consent of all of its members entitled to vote on such matters, no individual member who is not a manager shall have any authority to legally bind the Company or cause the Company to enter into any binding commitments on behalf of the Company.

#### **Article VIII: Admission of New Members**

The Company may admit new members as provided in and in accordance with the Company's operating agreement.

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#### **Article IX: Amendment of Articles of Organization**

Except as may be otherwise provided under the Act, these Articles of Organization may be amended only through an affirmative vote or written consent of all of the Company's members entitled to vote on such matters.

#### **Article X: Member Voting and Non-Voting Interests**

Except as may be otherwise provided to the contrary under these articles of organization or the Florida Limited Liability Company Act, as amended (the "Act"), members shall be entitled to vote only in the manner provided, and with respect only to the Company's matters as set forth, in the Company's operating agreement. Except as may be otherwise provided to the contrary under the Act, the Company shall be authorized to issue equity or non-equity interests in the Company that may limit or deny the right of any holder or owner of any such interest in the Company to vote with respect to one or more Company matters.

#### **Article XI: Members Rights to Continue Business**

The remaining members of the limited liability company shall have the right (regardless of whether any such member's voting rights would otherwise be limited or denied with respect to

this matter under the Company's operating agreement), upon the affirmative vote or written consent of at least two-thirds of the number of all remaining members, to continue the Company's business on 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. For purposes of this Article XI, each remaining member shall be entitled to cast one (1) vote on such matter.


## **Article XII: Relationship of Articles of Organization to Operating Agreement**

If a provision of these Articles of Organization differs from or conflicts with a provision of the Company's operating agreement, then, to the extent allowed by law, these Articles of Organization shall govern.

## **Article XIII: Organizer**

The organizer of the Company, a natural person being at least eighteen (18) years old, and the attorney-in-fact appointed by the initial members of this Company to prepare, execute and deliver any and all documents necessary to duly organize this Company under the Act, is Daniel T. White, Esquire, 1304 N.W. 98<sup>th</sup> Terrace, Gainesville, FL 32606.

Executed this 20<sup>th</sup> day of October, 1998.

  
Daniel T. White, Esquire  
Organizer

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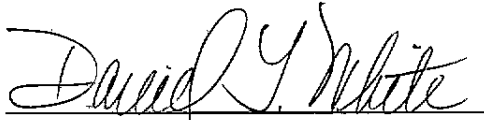
**Certificate of Registered Agent**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Prostech, L.L.C., a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

**Registered agent:** Daniel T. White, Esquire.

**Registered office:** 1304 N.W. 98<sup>th</sup> Terrace, Gainesville, Florida 32606.

*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.*



**Name:** Daniel T. White, Esquire

**Dated:** October 20, 1998

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## SUPPLEMENTAL AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

for

### PROSTECH, L.L.C.

The undersigned, as attorney-in-fact for all of the initial members of PROSTECH, L.L.C., limited liability company organized under the laws of the State of Florida (the "Company"), hereby executes this supplemental affidavit filed pursuant to Section 608.407, Florida Statutes, and certifies as follows:

- 1.) The Company has at least one member;
- 2.) The total amount of cash contributed by the members is \$750;
- 3.) The agreed upon value of property other than cash contributed by the members to date is \$0.
- 4.) The total amount of additional cash to be contributed by the members in the future is anticipated to be no more than \$100,000.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit by the undersigned constitutes an affirmation under the penalties of perjury that the facts state herein are true.

Executed this 20<sup>th</sup> day of October, 1998.



Daniel T. White, Esquire, Attorney-in-Fact for the initial members

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