

LAW OFFICES  
**BECKER & POLIAKOFF, P.A.**  
5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126

Phone: (305) 262-4433 Fax: (305) 262-4504  
(800) 533-4874  
Internet: <http://www.becker.poliakoff.com>  
E mail: [bp@becker-poliakoff.com](mailto:bp@becker-poliakoff.com)

**Florida Offices**

Administrative Office  
3111 Stirling Road  
Ft. Lauderdale, FL 33312  
FL Toll Free: (800) 432-7712

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by appointment only

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Beijing,  
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Bern, Switzerland\*

Reply To:

Miami

October 2, 1998

**FEDERAL EXPRESS NO.**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

400002673524--7  
-10/27/98--01065--001  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

RE: **NVC TECHNOLOGY, L.C.**  
**Our Client File Number 9999/99**

Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing  
of the above-referenced Limited Liability Company:

1. Original and copy of Articles of Organization of NVC  
TECHNOLOGY, L.C.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent and Registered Office.
4. Check in the amount of Two Hundred Eighty-Five Dollars (\$285)  
representing the filing fees.

**L98-2513**  
Please file these accordingly, and return a stamped copy of these documents  
to our office in the Federal Express stamped envelope provided. Thank you for your  
prompt attention to this matter.

Name	OK 112
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
App. Reviewer	OK
App. P. Reviewer	OK

Cordially,  
**BECKER & POLIAKOFF, P.A.**

**MICHAEL FELDENKRAIS**

MF/jp  
Enclosures  
164244\_1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 28, 1998

MICHAEL FELDENKRAIS  
BECKER & POLIAKOFF, P.A.  
5201 BLUE LAGOON DRIVE, SUITE 100  
MIAMI, FL 33126

SUBJECT: NVC TECHNOLOGY, L.C.  
Ref. Number: W98000024425

We have received your document for NVC TECHNOLOGY, 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):

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 098A00052855

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -2 PM 3:31

LAW OFFICES

## BECKER & POLIAKOFF, P.A.

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Department of State  
Sandra. B. Mortham  
Secretary of State  
Attn: Tammi Cline

Re: NVC TECHNOLOGY, L.C.  
Our File No. N17563-60153

Dear Ms. Cline:

As per you letter number:098A00052855, we understand you have received the payment of \$285.00 for NVC TECHNOLOGY, L.C. and are holding on to it. Enclosed please find the original document signed by the registered agent and a copy to be sent back to us with the FEDEX envelope provided as soon as possible. Thank you for

your attention to this matter.

Beijing,  
People's Republic  
of China

Prague,  
Czech Republic

Bern, Switzerland\*

Sincerely,

BECKER & POLIAKOFF, P.A.



MICHAEL FELDENKRAIS  
For the Firm

Enclosures  
MF/cv

Reply To:

Michael Feldenkrais  
(305) 260-1017

October 30, 1998

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**ARTICLES OF ORGANIZATION FOR  
NVC TECHNOLOGY, L.C.**

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ARTICLE I  
NAME

The name of the Limited Liability Company is NVC TECHNOLOGY, L.C.

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Nilo Vilela Cardoso, 6510 N.W. 84th Avenue, Miami, Florida 33166.

ARTICLE III  
DURATION

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

ARTICLE IV  
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V  
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Paul Buttazzi, 6510 N.W. 84th Avenue, Miami, Florida 33166.

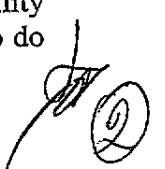
ARTICLE VI  
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

①

ARTICLE VII  
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

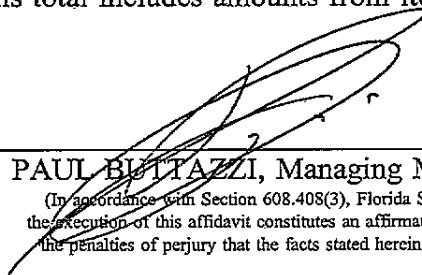


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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Members of NVC TECHNOLOGY, L.C. depose and say:

1. The above-named Limited Liability Company has at least two Members.
2. The total amount of cash contributed by the Members are \$100.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the Member is \$100. This total includes amounts from items 2 and 3 above.

  
\_\_\_\_\_  
PAUL BUTTAZZI, Managing 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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98 NOV -2 PM 3:32


**CERTIFICATE 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 NVC TECHNOLOGY, L.C.
2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, Esq.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive  
Suite 100  
Miami, Florida 33126

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.

  
MICHAEL FELDENKRAIS, ESQ.

10/30/98  
DATE