

LA8000002743

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Arizona '98, LLC.

FILED  
SECRETARY OF STATE  
DIVISION OF REGISTRATIONS  
98 NOV 18 AM 11:16

RECEIVED  
98 NOV 18 AM 10:30  
DIVISION OF CORPORATIONS

Name Availability	<i>[Signature]</i>
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Signature \_\_\_\_\_

Requested by: *[Signature]*

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9:49

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

☒ L.C. File \_\_\_\_\_

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-11/18/98--01033--003  
\*\*\*\*285.00 \*\*\*\*285.00

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
ARIZONA '98, L.L.C.**

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I  
NAME**

The name of this limited liability company shall be ARIZONA '98, L.L.C.

**ARTICLE II  
DURATION**

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

**ARTICLE III  
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 154 Baywind Drive, Niceville, FL 32578. The mailing address of the limited liability company is 154 Baywind Drive, Niceville, FL 32578.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is DANIEL C. PERRI.

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**ARTICLE VI  
CAPITAL**

The capital of the limited liability company that will be contributed shall be the sum of One Million Six Hundred Thousand Dollars and No Cents (\$1,600,000.00).

**ARTICLE VII  
MANAGEMENT**

The name and address of the sole manager of the limited liability company is as follows:

Rolf Klam  
154 Baywind Drive  
Niceville, FL 32578

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

**ARTICLE VIII  
INITIAL MEMBER**

The names and addresses of the members of this limited liability company are as follows:

Rolf Klam  
154 Baywind Drive  
Niceville, FL 32578

Ursula Krause  
Bäckerstrasse 31  
38640 Goslar  
Germany

Gert Krause  
Bäckerstrasse 31  
38640 Goslar  
Germany

Joachim Langelüddecke  
Tagstr. 3a  
D-38120 Braunschweig  
Germany

**ARTICLE IX  
ADDITIONAL MEMBERS**

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.


**ARTICLE X  
DISSOLUTION**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

**ARTICLE XI  
TRANSFER OF INTEREST**

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being a member hereinbefore named, has hereunto set his hand and seal on this the 12<sup>th</sup> day of November, 1998, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

  
\_\_\_\_\_  
Rolf Klam, Member

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STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 17<sup>th</sup> day of November, 1998, by Rolf Klam who personally appeared and who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 17<sup>th</sup> day of November, 1998.

*Rena Katherine Richey*  
NOTARY PUBLIC  
My commission expires:

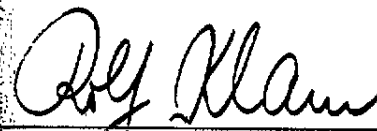


Renae Katherine Richey  
MY COMMISSION # CC590139 EXPIRES  
December 21, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:  
ARIZONA '98, L.L.C. , desiring to organize under the laws of the State of Florida  
with its principal place of business at 154 Baywind Drive, Niceville, FL 32578, has  
named Daniel C. Perri as its agent to accept service of process within the State of  
Florida and whose address is 5 Clifford Drive, Shalimar, Florida 32579.



Rolf Klam, Member

Having been named to accept service of process for the above named  
corporation, at the place designated in this certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the provisions of all Florida Statutes  
relative to the proper and complete performance of my duties.



Daniel C. Perri  
Registered Agent

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**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF OKALOOSA

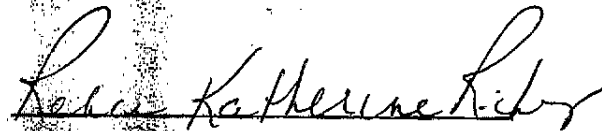
I, the undersigned member of ARIZONA '98, L.L.C., after being duly sworn, do depose and state the following:

1. There is at least one (1) member of ARIZONA '98, L.L.C..
2. The capital contribution to ARIZONA '98, L.L.C. is One Million Six Hundred Thousand Dollars and No Cents (\$1,600,000.00).
- The total contribution to ARIZONA '98, L.L.C. is One Million Six Hundred Thousand Dollars and No Cents (\$1,600,000.00).
3. There is no contribution of property other than that listed in paragraph 2 above.
4. Future capital: None at this time.



Rolf Klam, Member and Manager

Sworn to and ascribed before me on  
November 17, 1998.



NOTARY PUBLIC

My commission expires: \_\_\_\_\_



Renee Katherine Richey  
MY COMMISSION # CC590139 EXPIRES  
December 21, 2000  
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