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W98-26346

00789-01117-00671



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 040166 80510A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 20, 1998

ORDER TIME : 4:08 PM

ORDER NO. : 040166-005

300002693143-3

-11/23/98-01005-034  
\*\*\*\*337.50 \*\*\*\*337.50

CUSTOMER NO: 80510A

CUSTOMER: Sam T. Steger, Esq.  
STEGER & STEGER, P.A.  
STEGER & STEGER, P.A.  
1st Union Nat'l Bank Building  
301 East Ocean Blvd., Ste. 310  
Stuart, FL 34994

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98 NOV 20 PM 4:19

DOMESTIC FILING

NAME: ARINCO U.S.A., L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Name	
Availability	
Document	
Examiner	
Updater	
U/c'er	
Verfyer	
Acknowledgement	
P. Verfyer	

98 NOV 20 AM 10:06  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 23, 1998

CSC CORPORATION COMPANY

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: ARINCO U.S.A., L.C.  
Ref. Number: W98000026346

We have received your document for ARINCO U.S.A., L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 898A00056024

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## ARTICLES OF ORGANIZATION

OF

ARINCO U.S.A., L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

### ARTICLE ONE

#### NAME

The name of the limited liability company shall be ARINCO U.S.A., L.C. ("Company"). The principal place of business of the Company in Florida shall be 7781 S.E. Lucida Lane, Hobe Sound, Florida 33455, and the mailing address shall be the same.

### ARTICLE TWO

#### DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual.

### ARTICLE THREE

#### PURPOSES AND POWERS

The general purpose for which the Company is organized is to import and export aerospace equipment and to transact any lawful business for which a limited liability

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company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE FOUR

##### REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Donald S. Pickard, 7781 S.E. Lucida Lane, Hobe Sound, Florida 33455.

#### ARTICLE FIVE

##### CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property as follows:

<u>Member:</u>	<u>Capital Contribution</u>
AEROSPACE INTERNATIONAL CONTRACTORS, INC., a Panamanian corporation	\$3,000.00

#### ARTICLE SIX

##### ADDITIONAL CAPITAL CONTRIBUTIONS

The member or members shall make additional capital contributions to the Company only upon the unanimous consent of all member(s).

## **ARTICLE SEVEN**

### **ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE EIGHT**

### **TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining member(s), provided there is at least one remaining member.

## **ARTICLE NINE**

### **MANAGEMENT**

The Company shall be managed by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the

Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are as follows:

Member's Name:

AEROSPACE INTERNATIONAL  
CONTRACTORS, INC.,  
a Panamanian corporation

Member's Address:

c/o Donald S. Pickard  
7781 SE Lucida Lane  
Hobe Sound, Florida 33455

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Hamilton, Bermuda for the foregoing uses and purposes this 10<sup>th</sup> day of November, 1998.

AEROSPACE INTERNATIONAL  
CONTRACTORS, INC., a Panamanian  
corporation

By: William F. Maycock, President

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of ARINCO, U.S.A., L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


  
DONALD S. PICKARD,  
Registered Agent

STATE OF NEW YORK

COUNTY OF Nassau

The foregoing Articles of Organization were acknowledged before me this 2nd day of November, 1998, by DONALD S. PICKARD, who is personally known to me or who produced a Florida driver's license as identification and who did take an oath.

(NOTARY SEAL)

  
Printed Name: \_\_\_\_\_  
Notary Public  
State of Florida  
My Commission Expires: \_\_\_\_\_

ANN MARIA BOMBARDIERE  
Notary Public, State of New York  
No. 4677482  
Qualified in Suffolk County  
Commission Expires 10/31/00

**AFFIDAVIT FOR LIMITED LIABILITY COMPANY**

ISLANDS OF BERMUDA  
~~COUNTRY OF~~ )  
CITY OF HAMILTON ) ss.  
~~CITY OF~~ )

BEFORE ME, the undersigned authority, personally appeared, WILLIAM F. MAYCOCK, who after being duly sworn, deposes and says as follows:

1. He is the President of Aerospace International Contractors, Inc., a Panamanian corporation, and is authorized to make this affidavit.
2. The limited liability company consists of one (1) member whose name is as follows: Aerospace International Contractors, Inc., a Panamanian corporation.
3. The member has made a cash contribution to the limited liability company in the amount of \$3,000.00.
4. The member has not contributed any property other than the cash set forth herein.
5. The member does not currently anticipate contributing any additional cash or property in the future, other than the initial contribution of \$3,000.00 as set forth in paragraph 3 of this affidavit.
6. This affidavit is made pursuant to Section 608.407(2) of the Florida Statutes.

Dated this 10th day of November, 1998.

William F. Maycock  
WILLIAM F. MAYCOCK

The foregoing instrument was acknowledged before me this 10th day of November, 1998, by WILLIAM F. MAYCOCK, who is personally known to me or who produced his Florida driver's license as identification and who did take an oath.

(NOTARY SEAL)

Printed Name: KEVIN M GEORGE  
Notary Public Bermuda  
Country of Bermuda  
My Commission Expires: N/A

