

L99000000043



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 087678 4381472

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 285.00

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DIVISION OF CORPORATIONS
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ORDER DATE : January 5, 1999

ORDER TIME : 11:04 AM

ORDER NO. : 087678-005

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CUSTOMER NO: 4381472

CUSTOMER: Douglas E. Starcher, Esq
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: OFFICE EQUIPMENT GROUP
INTERNATIONAL, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

L99-43

Name	<i>087678</i>
Availability	<i>087678</i>
Document	<i>087678</i>
Examiner	<i>087678</i>
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Under	<i>087678</i>
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Acknowledgment	<i>087678</i>
W. P. Verifier	<i>087678</i>

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ARTICLES OF ORGANIZATION

OF

OFFICE EQUIPMENT GROUP INTERNATIONAL, L.L.C.

The undersigned, acting as the organizer of Office Equipment Group International, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

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ARTICLE I - Name:

The name of the limited liability company is Office Equipment Group International, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 1668 Palm Beach Drive, Apopka, Florida 32712.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by a Manager and the name and address of the initial Manager is:

<u>Name</u>	<u>Address</u>
Rick Howe	1668 Palm Beach Drive Apopka, Florida 32712

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Rick Howe and the street address the Company's initial registered office is 1668 Palm Beach Drive, Apopka, Florida 32712.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

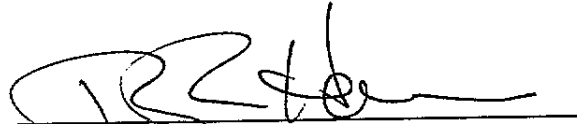
ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining Members shall continue the business of the Company, which shall not be dissolved, 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.

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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization
as of this 4 day of ~~December, 1998.~~

January, 1999.



Rick Howe, Member

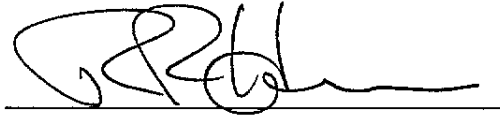
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Office Equipment Group International, L.L.C. deposes and says:

1. The total amount of cash contributed by the members is \$50,000.
2. The agreed value of property other than cash contributed by the members is \$0.
2. The total amount of cash or property anticipated to be contributed by the members is \$50,000. This total includes amounts from paragraphs 1 and 2 above.

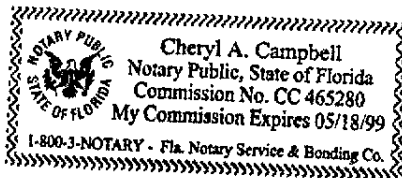
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Rick Howe, Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14 day of January, 1998, by Rick Howe, a member of Office Equipment Group International, L.L.C., and who is personally known to me and who did not take an oath.


(Signature of Notary Public)

CHERYL A. CAMPBELL
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires:

**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 Office Equipment Group International, L.L.C.

2. The name and address of the registered agent and office is:

Rick Howe
1668 Palm Beach Drive
Apopka, Florida 32712

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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.

By: _____

Rick Howe

Dated this 4 day of ~~December, 1998~~
January, 1999