

CAPITAL CONNECTION, INC.

17 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-344-8062 • Fax (850) 222-1222

L990000050

Stealth Surface Protection Industries, L.C.

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

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

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Name	<i>[Signature]</i>
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Examining	<i>[Signature]</i>
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Standard	<i>[Signature]</i>
Transfer	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

Signature

Requested by:

Name

Date

Time

1/5/99

9:57

Walk-In

Will Pick Up

ARTICLES OF ORGANIZATION

OF

STEALTH SURFACE PROTECTION INDUSTRIES, LC

The undersigned incorporator to these Articles of Organization, a natural person competent to contract, hereby presents these Articles for the formation of an organization under Chapter 608 of the laws of the State of Florida.

ARTICLE I: NAME

The name of the organization is **STEALTH SURFACE PROTECTION INDUSTRIES**
LC.

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ARTICLE II: EXISTENCE

2.1 Period of Existence: Unless dissolved earlier in accordance with law, this limited liability company shall dissolve on the date thirty (30) years following the date these Articles of Organization are filed with the Florida Secretary of State.

2.2 Dissolution Avoidance; Consent: Following, but not prior to, the occurrence of an event of dissolution, the members of the limited liability company shall have the power to avoid dissolution of the limited liability company as a result of such event of dissolution by the approval of a majority in interest, by member percentage interest of the remaining members.

2.3 Business Continuation Agreements: Following, but not prior to, dissolution, the member of the limited liability company shall have the power to enter into business continuation agreements pursuant to which the business of the limited liability company will be continued in a successor organization, notwithstanding the dissolution. Winding up and termination of the

limited liability company as a legal entity.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Statutes.

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ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the company is 608 W. Horatio St., Tampa, FL 33606 and the name of the initial registered agent at such address is Anita C. Brannon. The registered agent's acceptance is attached hereto.

ARTICLE V: MANAGEMENT

This company shall be managed by members only and the initial manager and his address is: Robert DelValle, 17076 Flight Path Drive, Brooksville, Florida 34609.

The manager shall serve until the first annual meeting of members or until his successor is elected and qualifies or until he resigns.

ARTICLE VI: CLASSES OF MEMBERS CONTRIBUTIONS MADE AND ANTICIPATED ADMISSION AND TERMINATION OF MEMBERS

6.1 Classes of Members: Limited Liability Company shall have two classes of member, one voting and one non-voting. The voting members and their percentage interests are

presently:

Member & Address
Robert DelValle,
17076 Flight Path Dr.
Brooksville, FL 34609

Contribution Made

Cash

Contribution Anticipated
Cash and business expertise
to bring concept to fruition
As a viable, saleable product

Value %
\$51,000 51

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Dana Neer,
814 Eagle Lane
Apollo Beach, FL 33572

Contribution Made
Concept for new means of ship cleaning,

Contribution Anticipated
Transfer of all patent
rights for method of
automated cleaning
technology

Value %
\$39,000 39

Michael P. Logan
723 115th Avenue North
Apartment 2107
St. Petersburg, FL 33716

Contribution Made
Transfer of concept to
actual model

Contribution Anticipated
Construction of a working
prototype

Value %
\$10,000 10

6.2 Admission of Members: The managing member shall have the authority to admit members to the limited liability company, subject to any limitations on the admission of members provided in the member control agreement. If all or part of a voting members interest is assigned without the prior written consent of all members, such assigned interest is non-voting.

6.3 Termination of Members: Termination of a member of the limited liability company shall occur by reason of:

(i) the death, retirement, resignation, bankruptcy, or dissolution of a member,
or

(ii) redemption of the member's entire interest, or

(iii) transfer of a member's entire interest; provided, however, that a member interest may only be transferred, whether in whole or in part, in compliance with, and subject to the provisions of the member control agreement. The limited liability company shall not have the power to expel members.

6.4 Expression of Member Interest as Percentage Interest: The relative interests of members in the limited liability company shall be expressed in terms of their percentage interest in capital and income and losses of the limited liability company. The percentage interest of each member shall be reflected on a certificate of member interests. A revised certificate of member interests shall be prepared subsequent to each change in the ownership of member interests.

6.5 Preemptive Rights: Members shall have preemptive rights to make contributions for additional member percentage interest in the limited liability company, subject to any limitations provided in the Member Control Agreement.

ARTICLE VII: INCORPORATOR

The name and post office address of the person filing these Articles of Organization is as follows:

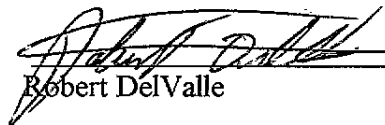
Robert DelValle
17076 Flight Path Dr.
Brooksville, FL 34609

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ARTICLE VIII: AMENDMENTS

These Articles of Organization shall be amended in accordance with § 608.411, *Florida Statutes*, and every amendment shall be approved at a membership meeting by voting members owning 50% or more of the capital contributions to the company.

IN WITNESS WHEREOF, the organizer above named has set his hand and seal this 7th day of December, 1998, for the purpose of forming this organization under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Organization, and certify that the facts herein stated are true.

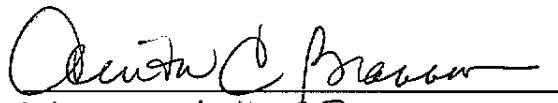

Robert DelValle

STATE OF FLORIDA

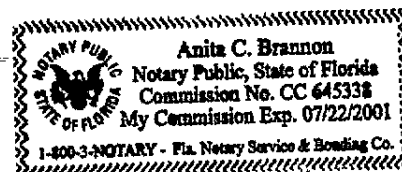
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared Robert DelValle, to me personally known to be the person described in and who executed the foregoing Articles of Organization, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned and who swore to the truth of the matters set forth therein.

WITNESS my signature and official seal this 7th day of December, 1998.


Print name: Anita C. Brannon
NOTARY PUBLIC State of Florida
My Commission Expires:
Commission No.:

Affiant is personally known XX or produced identification _____
Type of identification _____



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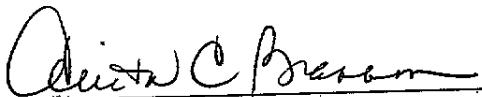
RESIDENT AGENT CERTIFICATE

Pursuant to §§ 48.091, and 608.412, *Florida Statutes*, the following is submitted in compliance therewith:

STEALTH SURFACE INDUSTRIES, L.C. desiring to organize under the laws of the State of Florida with its principal office located at 608 W. Horatio St., Tampa. FL 33606-2228 has named Anita C. Brannon, 608 W. Horatio St., Tampa, FL 33606-2228, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Anita C. Brannon

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