

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-8800 • 1-800-342-8062 • Fax (850) 222-1222

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Touchscript, LLC

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**ARTICLES OF ORGANIZATION  
OF  
TOUCHSCRIPT, L.C.**

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

**ARTICLE I  
NAME**

The name of the limited liability company shall be TOUCHSCRIPT, L.C. ("Company"). The principal place of business of the Company in Florida shall be 303 Evernia Street, 1st Floor, West Palm Beach, Florida 33401. *The mailing address is the same.*

**ARTICLE II  
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 III  
PURPOSES AND POWERS**

The general purpose for which the Company is organized is to develop computer systems for use in the medical profession and to transact any other lawful business for which a limited liability 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 IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is John Fenn Foster, 501 S. Flagler Drive, Flagler Center, Suite 305, West Palm Beach, Florida 33401.

**ARTICLE V  
ADMISSION OF NEW MEMBERS  
(TRANSFERABILITY OF INTERESTS)**

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

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unless all the other members 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 VI TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)


The Company shall be dissolved upon the death, retirement, resignation, expansion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining member provided there are at least two (2) remaining members.

#### ARTICLE VII MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members 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 member managers of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Victor J. Cook, III	400-A N. Flagler Dr., #316 West Palm Beach, FL 33401
Larry L. LaBossier	148 Sunset Bay Drive Palm Beach Gardens, FL 33418
William A. LaBossier	3406 Waterlilly Court, #104 Palm Beach Gardens, FL 33410
Douglas R. Smith	1010 Bucida Road Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned organizing member has made and subscribed these Articles of Organization at Palm Beach County, Florida, for the foregoing uses and purposes this 26th day of January, 1999.

  
\_\_\_\_\_  
Douglas R. Smith, Member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of January, 1999,  
by DOUGLAS R. SMITH who is ☒ personally known to me or ☐ who has produced  
\_\_\_\_\_ as identification.



John Fenn Foster  
MY COMMISSION # 00538313 EXPIRES  
April 22, 2000  
BONDED THRU TROY FENN INSURANCE, INC.

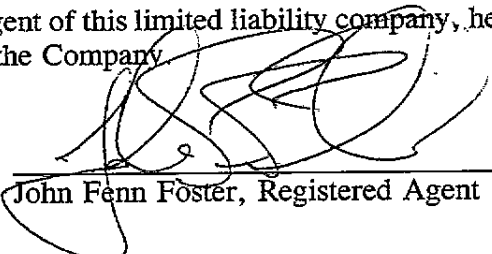
  
\_\_\_\_\_  
Notary Public

Printed Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

**ACCEPTANCE OF REGISTERED AGENT**

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

  
\_\_\_\_\_  
John Fenn Foster, Registered Agent


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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of TOUCHSCRIPT, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$50,000.00.
- 3) The agreed value of property other than cash contributed by member(s) is \$150,000.00. The non-cash capital contribution shall include product development and personal services and and contractson of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$200,000.00. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Douglas R. Smith, Member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of January, 1999, by DOUGLAS R. SMITH who is ☒ personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public



John Fern Foster  
MY COMMISSION # CC536313 EXPIRES  
April 22, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

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