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GARDNER, TEPPER & KOLLER

A Partnership of Professional Associations

Robert M. Gardner, P.A.

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Frank J. Tepper
Of Counsel

TRANSMITTAL LETTER

January 11, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002749438--6
-01/21/99--01052--004
***346.25 ***346.25

Re: Corporate Formation
EMBEDDED SYSTEMS ENGINEERING, L.L.C.

Dear Sir or Maam:

Enclosed please find an original and one (1) copy of the articles of organization and a check for:

_____ \$285.00
Filing Fee

_____ \$293.75
Filing Fee
& Certificate
Of Status


_____ \$337.50
Filing Fee
& Certified Copy

X _____ \$346.25
Filing Fee,
Certified Copy
& Certificate Of
Status

ADDITIONAL COPY REQUIRED

Please provide the original and one copy of the articles to my attention at the address below.
Thank you for your assistance.

Very Truly Yours,



Robert Gardner

209 South Halifax Avenue, Daytona Beach, Florida 32118
Volusia Telephone: (904) 258-5995 Facsimile: (904) 258-9965
Offices: Daytona Beach, Ormond Beach

Name	
Availability	
Document Examiner	
Updater	
Verifier	
Knowledge	
W. P. Verifier	

**ARTICLES OF ORGANIZATION FOR
EMBEDDED SYSTEMS ENGINEERING, L.L.C.**

ARTICLE I - Name: The name of the Limited Liability Company is: **EMBEDDED SYSTEMS ENGINEERING, L.L.C.**

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is:

209 SOUTH HALIFAX AVENUE, DAYTONA BEACH, FL 32118

ARTICLE III - Duration: The period of duration for the Limited Liability Company shall be **PERPETUAL**.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

_____ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

 X The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Robert M. Gardner, 209 South Halifax Avenue, Daytona Beach, FL 32118

Mickey Nowell, 129 Foxridge Run, Longwood, FL 32750

Dale Johnson, 1050 Terrace Boulevard, Orlando, FL 32803

ARTICLE V - Admission of Additional Members: The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as determined by the Manager(s).

ARTICLE VI - Members Rights to Continue Business: 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 in the limited liability company shall be that such remaining Members shall continue the Limited Liability Company if, by majority vote, they elect to do so.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00 ;

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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(A description of the property is attached and made a part hereto.); and
4) the total amount of cash and property contributed and anticipated to be
contributed by member(s) is \$ 3,000.00 .

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

A handwritten signature in black ink, appearing to read 'R. M. Gardner', is written over a horizontal line.

ROBERT M. GARDNER

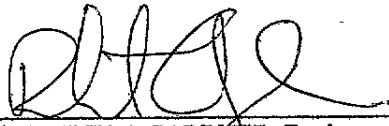
Filing Fee: \$250.00 for Articles and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR EMBEDDED SYSTEMS ENGINEERING, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
 EMBEDDED SYSTEMS ENGINEERING, L.L.C.
2. The name of the registered agent is ROBERT M. GARDNER, whose Florida address is:
 209 SOUTH HALIFAX AVENUE, DAYTONA BEACH, FL 32118

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.



ROBERT M. GARDNER, Registered Agent

Filing Fee: \$ 35 for Designation of Registered Agent