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January 25, 1999

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\* LICENSED IN OHIO & MICHIGAN ONLY

**VIA FEDERAL EXPRESS**

Registration Section,  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL. 32399

Re: **PinMarc Development, LLC**

Dear Sir/Madame:

In connection with the formation of PinMarc Development, LLC (the "Company"), enclosed for filing with your office are the following documents:

1. Duplicate original Articles of Organization ("Articles");
2. Acceptance of Registered Agent;
3. Affidavit of Membership and Contributions; and
4. My Firm's check in the amount of \$337.50 for the following filing fees: \$250.00 for the Articles, \$35.00 for the Acceptance of Registered Agent, and \$52.50 for a certified copy of the Articles.

Please return a certified copy of the Articles to me for the Company's files.

If you have any questions, please do not hesitate to contact me.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifyer	
Acknowledged	
W. P. Verifyer	

MWM/acb  
Encl.

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Very truly yours,

Michael W. McArdle\*

\*Admitted to practice law in Ohio and West Virginia only.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
59 JAN 26 PM 6:14

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 6:14

**ARTICLES OF ORGANIZATION  
OF  
PINMARC DEVELOPMENT, LLC**

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

**ARTICLE I -- NAME**

The name of the limited liability company shall be PinMarc Development, LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be 960 Cape Marco Drive, Apt. 805, Marco Island, Florida 34145.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Michael W. McArdle, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

**ARTICLE V -- INITIAL CAPITAL CONTRIBUTIONS**

The members of the Company shall make initial cash contributions to the capital of the Company as set forth on Exhibit "A."

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all the members.

## ARTICLE VII -- 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 on such terms and conditions as shall be determined by all the members. A member may only 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 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 VIII -- MANAGEMENT

The Company shall be managed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provision 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:

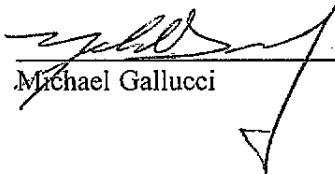
NAME	ADDRESS
Michael Gallucci	930 Cape Marco Drive, Apt. 605 Marco Island, Florida 34145
Charles J. Farro	960 Cape Marco Drive, Apt. 805 Marco Island, Florida 34145

## ARTICLE X - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Akron, Ohio, on this 21st day of January, 1999.

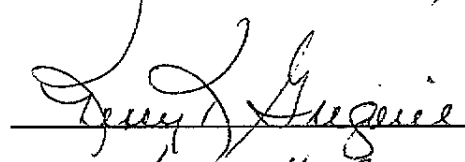
ORGANIZER:

  
Michael Gallucci

STATE OF OHIO

COUNTY OF Ohio

Sworn to and subscribed before me this 21 day of January, 1999 by Michael Gallucci

  
Name: KERRY K GREGOIRE

KERRY K. GREGOIRE, Notary Public  
State of Ohio, Medina County  
My Commission Expires March 24, 1999

Personally Known ☒ OR Produced Identified ☐

Type of Identification Produced: \_\_\_\_\_

(SEAL)

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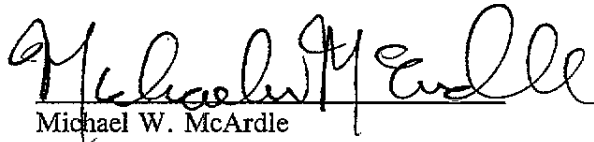
**EXHIBIT "A"**

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE</u>
Michael Gallucci	\$360,000.00	50%
Charles J. Farro	\$360,000.00	50%

**PINMARC DEVELOPMENT, LLC**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of PinMarc Development, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Michael W. McArdle

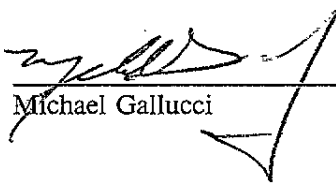
**PINMARC DEVELOPMENT, LLC**  
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of PinMarc Development, LLC, deposes and says: --

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$720,000.00.
3. The value of non-cash property contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members in the future is \$0.00.

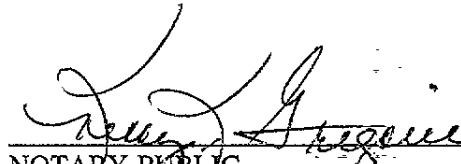
**THE AFFIANT SAYS NOTHING FURTHER**

Dated: 1/21/99

  
\_\_\_\_\_  
Michael Gallucci

STATE OF OHIO  
COUNTY OF Ohio

Sworn to and subscribed before me this 21 day of January, 1999, by Michael Gallucci who is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
KERRY K. GREGOIRE

Print or Type Name  
My Commission Expires: KERRY K. GREGOIRE, Notary Public  
State of Ohio, Medina County  
My Commission Expires March 24, 1999