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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

March 1, 1999

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

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-03/11/99--01028--001
****337.50 ****337.50

Re: Corporate Formation
TS-INVEST, 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:

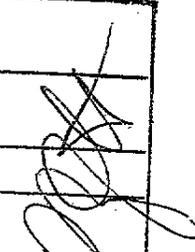
<u> </u> \$285.00	<u> </u> \$293.75	<u> X </u> \$337.50	<u> </u> \$346.25
Filing Fee	Filing Fee & Certificate Of Status	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate Of Status

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

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
w. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 2:03

**ARTICLES OF ORGANIZATION FOR
TS-INVEST, L.L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 2:03

ARTICLE I - Name:

The name of the Limited Liability Company is: **TS-INVEST, 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, Suite B2, 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:

Torsten Goesch, 209 South Halifax Avenue, Suite B2, Daytona Beach, FL 32118
Sabine Goesch, 209 South Halifax Avenue, Suite B2, Daytona Beach, FL 32118

ARTICLE V - Admission of Additional Members:

(Check the appropriate box and complete the statement)

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).

 X by majority vote of the entire membership.

ARTICLE VI - Members Rights to Continue Business:

(Check the appropriate box and complete the statement)

The right of the remaining Members of the Limited Liability Company to continue the business on 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 as follows:

- such remaining Members shall be required to continue the Limited Liability Company.
- such remaining Members shall continue the Limited Liability Company if, by majority vote, they elect to do so.
- such remaining Members shall have no right to continue the Limited Liability Company.
- unless the Limited Liability Company is continued by the consent of not less than a majority in interest of the remaining members, the death, insanity, bankruptcy, retirement, resignation, or expulsion of any Manager who is also a Member shall cause a dissolution of the Limited Liability Company without further action of the members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member 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; (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 \$500,000.00.

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.)



Ursula Amon

Filing Fee: \$250.00 for Articles and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR TS-INVEST, 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: **TS-INVEST, L.L.C.**
2. The name of the registered agent is **Robert M. Gardner**, whose Florida address is **c/o Gardner, Tepper & Koller, 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