

99 00000 1945

## Florida Incorporators, Inc.

Mark S. Hankins  
President  
1221 Brickell Avenue, Suite 900  
Miami, Florida 33131

April 1, 1999

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

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-04/02/99--01103--004  
\*\*\*\*337.50 \*\*\*\*337.50

RE: Adapteam LLC

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, and funds of \$337.50 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins  
President

FILED  
02 APR 2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L99-1945

Name	CR4-7
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION FOR  
Adapteam USA, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

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FILED  
99 APR -2 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Adapteam USA, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Adapteam USA, L.L.C.  
4149 Seton Circle  
Palm Harbor, FL 34683

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Udo Spindeler  
Am Eichlgartchen 34-36  
56283 Halsenbach  
Germany

Member

Christopher Brackenbury  
4149 Seton Circle  
Palm Harbor, FL 34683

Member

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit

additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

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:


The remaining members have the right 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 upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

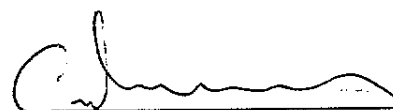
Christopher Brackenbury  
4149 Seton Circle  
Palm Harbor, FL 34683

DATED: March 26, 1999

  
\_\_\_\_\_  
Christopher Brackenbury  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

  
\_\_\_\_\_  
Christopher Brackenbury  
Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NO APR -2 PM 5:00

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Adapteam USA, L.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 members is \$5,000.
- 3) If any, the agreed value of property other than cash contributed by member(s) is: NONE.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$180,000. This total includes amounts from 2 and 3 above.



Christopher Brackenbury, Member

Signature of a member or authorized representative of a member.

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

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA