

L990000002076 3/23

March 22, 1999

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

400002815294--6
-03/23/99--01056--003
****293.75 ****293.75

RE: Cognitive Systems, LLC

Enclosed please find Articles of Organization and Affidavit for Cognitive Systems, LLC.
Also included is designation for Registered Agent. After filing please return a Certificate
of Status. Total fees of \$293.75 are enclosed.

Donald L. Lombardi

Donald L. Lombardi
16804 Bolling Rock Drive
Tampa, FL 33618

00789 - 01122 - 00509 - 01114 - 00671
WAG-7464

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 13 AM 11:31



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 1999

DONALD L. LOMBARDI
16804 ROLLING ROCK DRIVE
TAMPA, FL 33618

SUBJECT: COGNITIVE SYSTEMS, LLC
Ref. Number: W99000007464

We have received your document for COGNITIVE SYSTEMS, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The name of the entity must be identical throughout the document.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 899A00015658

**ARTICLES OF ORGANIZATION
OF
COGNITIVE SYSTEMS, LLC**

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The undersigned hereby submit these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

1. The name of the limited liability company is COGNITIVE SYSTEMS, LLC.
2. The period of duration of Cognitive Systems, LLC shall be from the date of filing until the first to occur of the following:
 - (i) December 31, 2050
 - (ii) Dissolution of Cognitive Systems, LLC pursuant to provisions of the Act.
 - (iii) The death of a member of the company, unless remaining members vote to continue the company.
3. The names and addresses of each organizer executing these Articles of Organization are:
Name and Address
Donald L. Lombardi
16804 Rolling Rock Drive, Tampa FL 33618
Name and Address
Mirjam Lombardi
16804 Rolling Rock Drive, Tampa, FL 33618
4. The street address of the initial registered office of Cognitive Systems, LLC in the State of Florida is 16804 Rolling Rock Drive, Tampa, FL 33618, and the name of its initial registered agent at such address is Donald L. Lombardi.
5. Donald L. Lombardi, whose is a member of Cognitive Systems, LLC and whose address is 16804 Rolling Rock Drive, Tampa, FL 33618, shall be manager of Cognitive Systems, LLC.
6. Except as provided in Florida Statutes the members of Cognitive Systems, LLC shall not be managers by virtue of their status as members.

7. The purpose for which the Cognitive Systems, LLC is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida to be engaged in by a limited liability company organized and existing under the Act. Cognitive Systems, LLC shall have all of the powers vested in a limited liability company organized and existing under the Act.

8. The Principal Office address and mailing address of Cognitive Systems, LLC is 16804 Rolling Rock Drive, Tampa, FL 33618.

9. No person may be admitted as an additional member of Cognitive Systems, LLC unless each member consents thereto in writing.

10. The total additional contributions, if any, agreed to be made by all the members and the times at which, or the events of happening which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of Cognitive Systems, LLC.

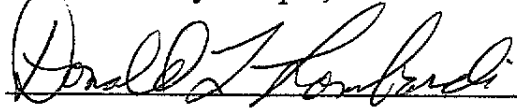
11. No person who is serving or who has served as a manager of Cognitive Systems, LLC shall be personally liable to Cognitive Systems, LLC or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to (i) acts or omissions that the manager at the time of such breach knew were clearly in conflict with best interests of Cognitive Systems, LLC, (ii) any transaction from which the manager derived an improper personal benefit, or (iii) acts or omissions with respect to which the Florida Limited Liability Company Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for or on account of his service as a manager, employee, independent contractor, attorney or consultant of Cognitive Systems, LLC. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

12. Upon the death, retirement, expulsion, or dissolution of a member of Cognitive Systems, LLC, Cognitive Systems, LLC shall be dissolved in accordance with the provisions of the Act, provided, however, that the remaining members, if any, may

consent to continue the business of Cognitive Systems, LLC by the affirmative vote.

13. These articles will become effective upon filing with the Florida Department of the Secretary of State.

This the 7th day of April, 1999.

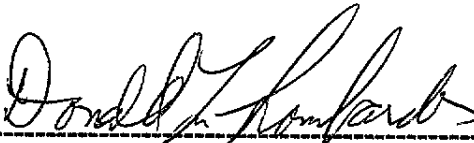

Organizer


Organizer

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a resident of the State of Florida, having been named in the foregoing Articles of Organization as the initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations of registered agent provided for under Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Limited Liability Company.

DATED, this 7th day of April, 1999.



Donald L. Lombardi

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
COGNITIVE SYSTEMS, L L C**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

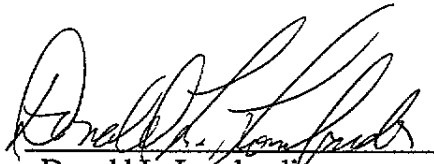
The undersigned members of Cognitive Systems, L.L.C., a Florida limited liability company, hereby declare as follows:

1. Cognitive Systems, LLC has at least two (2) members.
2. The members of Cognitive Systems, LLC have contributed the following:


Cash	\$100.00
Property	Intellectual Properties -- of no current value
3. The total anticipated and contributed by the members of Cognitive Systems, LLC is:

Cash	\$100.00
Property	Intellectual Properties -- of no current value
4. This Affidavit is executed by the undersigned members of Cognitive Systems, LLC.

BY MEMBER:

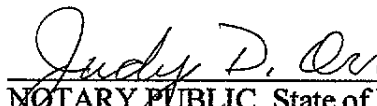

Donald L. Lombardi 4-7-99
Date

BY MEMBER:


Mirjam Lombardi 4-7-99
Date

SWORN AND SUBSCRIBED TO before me this 7th day of April, 1999 by Donald L. Lombardi and Mirjam Lombardi as members of Cognitive Systems, L L C., a Florida limited liability company. They are personally known to me and did take the oath.

Notary Public, State of Florida
JUDY D. ORR
My Commission Expires June 24, 2000
Commission No. CC 557844


NOTARY PUBLIC, State of Florida
My Commission Expires June 24, 2000