

L99 00000 3225

April 5, 1999

Secretary of State of Florida

RE: Filing Articles of Organization/Designation of Registered Agent
PROTO EQUIPMENT COMPANY LLC

000002841880--4

Dear Sir/Madam:

-04/16/99--01047--001

****285.00 ****285.00

In accordance with the provisions of the Florida Limited Liability Company Act, as amended, we enclose the following documents for the formation of Proto Equipment Company LLC:

- (1) Check in the amount of \$285.00 payable to the Florida Department of State representing the \$250.00 filing fee for the Articles of Organization and the \$35.00 filing fee for the designation of Registered Agent.
- (2) Executed original and one exact or conformed copy of the Articles of Organization and Affidavit of Proto Equipment Company LLC.
- (3) Executed original and one exact or conformed copy of the Designation of Registered Agent for Proto Equipment Company LLC.

If you need to deliver anything to me, or you have any questions regarding this filing, please contact the undersigned at:

5650 Gum Road
Tallahassee, Florida 32304
(850) 576-8535

Thank you for your assistance.

Ronald W. Proto

Enclosures

L99-3225

Name	CL 6-7
Availability	CL
Document	CL
Exhibit	CL
Editor	CL
Editor	CL
Verifier	CL
Acknowledgment	CL
W. P. Vest	CL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 1999

RONALD W. PROTO
5650 GUM ROAD
TALLAHASSEE, FL 32304

SUBJECT: PROTO EQUIPMENT COMPANY LLC
Ref. Number: W99000009225

We have received your document for PROTO EQUIPMENT COMPANY LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 299A00020158

FILED
99 JUN -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROTO EQUIPMENT
5650 Gum Road
Tallahassee, Florida 32304
850 576-8535

May 28, 1999

Ms. Tammy Cline
Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

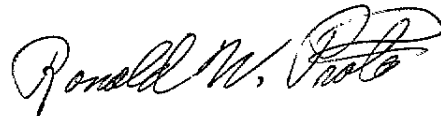
RE: Letter Number 299A00020158

Articles of Organization/Designation of Registered Agent
PROTO EQUIPMENT COMPANY LLC

Dear Ms. Cline:

As requested in your letter of April 19, 1999, we have made the corrections noted, and are resubmitting the Articles of Organization/Designation of Registered Agent for Proto Equipment.

Thank you for your assistance in this matter.



Ronald W. Proto
Registered Agent

Enclosures

FILED
99 JUN -1, PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 5, 1999

Secretary of State of Florida

RE: Filing Articles of Organization/Designation of Registered Agent
PROTO EQUIPMENT COMPANY LLC

Dear Sir/Madam:

In accordance with the provisions of the Florida Limited Liability Company Act, as amended, we enclose the following documents for the formation of Proto Equipment Company LLC:

- (1) Check in the amount of \$285.00 payable to the Florida Department of State representing the \$250.00 filing fee for the Articles of Organization and the \$35.00 filing fee for the designation of Registered Agent.
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- (3) Executed original and one exact or conformed copy of the Designation of Registered Agent for Proto Equipment Company LLC.

If you need to deliver anything to me, or you have any questions regarding this filing, please contact the undersigned at:

5650 Gum Road
Tallahassee, Florida 32304
(850) 576-8535

Thank you for your assistance.

Ronald W. Proto

Enclosures

FILED
09 JUN -4 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PROTO EQUIPMENT COMPANY LLC

ARTICLE I - Name:

The name of the limited liability company is Proto Equipment Company LLC (the "Company").

ARTICLE II - Address:

The mailing address and the street address of the principal office of the Company is 5650 Gum Road, Tallahassee, Florida 32304.

ARTICLE III - Duration:

The period of duration of the Company will be perpetual.

ARTICLE IV - Management:

The Company is to be managed by the members, and the name and address of the managing member is:

<u>Name</u>	<u>Address</u>
Ronald W. Proto	1904 Rhonda Drive Tallahassee, Florida 32303

ARTICLE V - Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admission shall be by unanimous decision of the voting members.

ARTICLE VI - Members Rights to Continue Business:

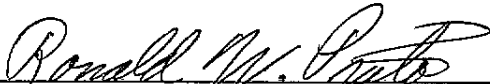
The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company upon the written consent of a majority of the remaining members.

FILED
90 JUN -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII- Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member of Proto Equipment Company LLC certifies:

- | | |
|--|--------------|
| 1) the above named limited liability company has at least one member; | |
| 2) the total amount of cash contributed by the members is | \$ 5,000.00 |
| 3) the agreed value of property other than cash contributed by the members is (description attached in Exhibit B) | \$ 42,500.00 |
| 4) the total amount of cash and property contributed and anticipated to be contributed by the members is | \$ 47,500.00 |


(Signature of a Member)

Ronald W. Proto
(Typed or printed name of Signee)

FILED
99 JUN -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit B

List of Assets other than Cash

Expendable hand tools and equipment	\$ 4,500.00
Shop tools and equipment	\$ 18,000.00
Office equipment and furnishings	\$ 2,500.00
Expendable Inventory	\$ 1,500.00
1979 Chevrolet High Cube Service Van	\$ 1,000.00
1995 GMC Extended-Cab Truck	\$ 15,000.00
Total Value of Assets other than cash	\$ 42,500.00

FILED

99 JUL -4 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Proto Equipment Company LLC.

2. The name and the Florida street address of the registered agent are:

Ronald W. Proto
5650 Gum Road
Tallahassee, Florida 32304

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.


SIGNATURE

308623

FILED
09 JUN -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

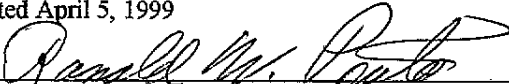
**Supplemental Affidavit of Capital Contributions
For A Limited Liability Company**

Proto Equipment Company LLC, a limited liability company, executes this supplemental affidavit filed pursuant to Section 608.412, Florida Statutes, and certifies that the total amount of capital contributions of the members is \$42,500.00.

(If contributions include other than cash, a description and agreed value of property must be attached.)

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

Dated April 5, 1999


(Signature of authorized member)

Ronald W. Proto
(Printed or typed name of signer)

FILED
99 JUN -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

Agreed Value of Assets

Cash	\$ 5,000.00
Expendable hand tools and equipment	\$ 4,500.00
Shop tools and equipment	\$ 18,000.00
Office equipment and furnishings	\$ 2,500.00
Expendable Inventory	\$ 1,500.00
1979 Chevrolet High Cube Service Van	\$ 1,000.00
1995 GMC Extended-Cab Truck	\$ 15,000.00
Total Agreed Value of Assets other than cash	\$ 42,500.00
Total Capital Contributions by Member	\$ 47,500.00

FILED
99 JUN -1, PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA