

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32308

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

7/6/99 2:00

NT (i)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -6 PM 3:15

FILED

☒ CERTIFIED COPY

CUS

PHOTO COPY

FILING

LC

1.) Automatic Door Technology Company LLC.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

500002923635--8

-07/06/99--01078--014

****337.50 ****337.50

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

6-7-99

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU

RECEIVED
JUL -6 PM 1:01
10:1 PM 1:01

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

AUTOMATIC DOOR TECHNOLOGY COMPANY, L.L.C.

ARTICLE II - Address:

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

6251- B Park of Commerce Boulevard, N.W.
Boca Raton, Florida 33487

ARTICLE III - Duration:

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

99 years.

ARTICLE IV - Management:

(check and complete the appropriate 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:

Vertisys International, Inc.
6251- B Park of Commerce Boulevard, N.W.
Boca Raton, Florida 33487

Timothy P. O'Donnell
6251- B Park of Commerce Boulevard, N.W.
Boca Raton, Florida 33487

☐ 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:

99 JUL -6 PM 3:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

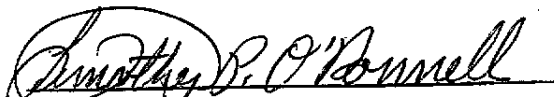
Additional members are contemplated. Additional Members will include a) shareholders of Vertisys International, Inc., a Manager of the Limited Liability Company, who may contribute cash, overhead, patents, technology, intellectual property, research and development and services, b) outside investors, who may contribute/invest cash, loans, services or other property, and c) other entities, who may contribute all of the above and may merge or enter into partnership or license agreements with the Limited Liability Company.

FILED
99 JUL -6 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

The right, if given, 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 Members of the Limited Liability Company reserve the right to continue its business on the foregoing circumstances, except that such events shall result in such Members losing rights to be Managers, or certain of their voting rights as Members.


Timothy P. O'Donnell, Member

Dated: July 3, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AUTOMATIC

DOOR TECHNOLOGY COMPANY, L.L.C.

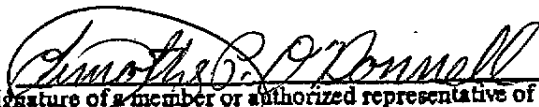
deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 500

3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 765,000 . A description of the property is attached and made a part hereto.
Intellectual property, use of facilities and services.

4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,500,000 . This total includes amounts from 2 and 3 above.



Signature of a member or 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.)

Timothy P. O'Donnell, member

FILED
99 JUL -6 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$ 250 for Articles of Organization and Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

AUTOMATIC DOOR TECHNOLOGY COMPANY, L.L.C.

2. The name and address of the registered agent and office is:

John P. Fenner

(Name)

6251 - B Park of Commerce Boulevard

(P.O. Box not acceptable)

Boca Raton, Florida 33487

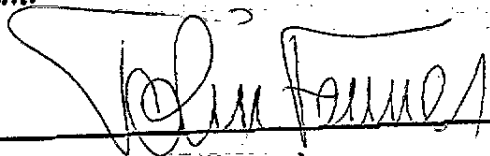
(City/State/Zip)

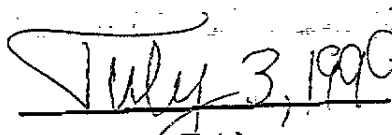
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -6 PM 3:15

FILED

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)


(Date)

FILING FEE: \$ 35 for Designation of Registered Agent