

L99 0000004190
PETERSON & MYERS, P.A.
ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
M. DAVID ALEXANDER, III
JACK P. BRANDON
KRISTEN M. BUZZANCA
J. DAVIS CONNOR
DENNIS G. CORRICK
ROY A. CRAIG, JR.
CLINTON A. CURTIS
JACOB C. DYKXHOORN
JOSEPH A. GEARY
MARIA "MIA" GERBER
JONN D. HOPPE
DENNIS P. JOHNSON

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628

100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(941) 683-6511 OR (941) 676-6934
FAX (941) 682-8031

WINTER HAVEN OFFICE
(941) 294-3360
FAX (941) 299-5498

LAKE WALES OFFICE
(941) 676-7611 OR (941) 683-8942
FAX (941) 676-0643

ANGELA S. KLUG
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
E. BLAKE PAUL
ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

Lakeland

July 1, 1999

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

300002924079--4
-07/06/99-01135-002
***285.00 ***285.00

Re: AFI GyroCam, L.C.

Ladies and Gentlemen:

Enclosed please find the original of the Articles of Organization of the above-referenced corporation, subject to your approval. We are also enclosing a check in the amount of \$285.00 representing payment of the filing fees.

Please furnish to us the acknowledgment filing of the enclosed Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,

Julia L. Farless
Julia L. Farless, Legal Assistant
to Peter J. Munson

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE RECORDS
99 JUL -6 AM 8:23
mt
7/13

ARTICLES OF ORGANIZATION

OF

AFI GYROCAM, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

Article I - Name

The name of the limited liability company shall be **AFI GYROCAM, L.C.**

Article II - Principal Place of Business and Address

The principal place of business and the address of the Company in Florida shall be 1520 South Florida Avenue, Suite B, Lakeland, Florida 33803. The mailing address and the principal addresses are the same.

Article III - Duration

The Company shall have perpetual duration.

Article IV - Purposes and Powers

The general purpose for which the Company is organized to engage in the production of gyrocams and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

Article V - Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is **DAN SANBORN**, 1520 South Florida Avenue, Suite B, Lakeland, Florida 33803.

Article VI - Names of Members and Capital Contributions

The initial members of the Company and their contribution to the capital of the Company shall be:

FILED
99 JUL - 6 AM 8:23
CLERK OF DISTRICT COURT
STATE OF FLORIDA

KENNETH L. SANBORN **\$1,000.00**
1520 South Florida Avenue, Suite B
Lakeland, Florida 33803

BRIAN P. McMAHON **\$1,000.00**
1520 South Florida Avenue, Suite B
Lakeland, Florida 33803

Article VII - Additional Capital Contributions

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the members of the Company (the "Regulations").

Article VIII - Additional Members

Additional members may be admitted only with the written consent of a majority of the existing members, and said majority of the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Article IX - Continuation of Business

Any rights of the remaining members to continue the business of the Company upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company shall be as set forth in the Regulations.

Article X - Management

The Company is to be managed by one (1) Manager. The initial Manager will serve until the first annual meeting of the members or until his successor is elected and qualified. The initial Manager's name and address are as follows:

KENNETH L. SANBORN
1520 South Florida Avenue, Suite B
Lakeland, Florida 33803

Article XI - Regulations

The members of the Company shall hereafter adopt the Regulations for the setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend, or repeal the Regulations shall be vested in the members of the Company by unanimous written consent.


IN WITNESS WHEREOF, the undersigned member has made a subscribed these Articles of Organization at Lakeland, Florida, for the foregoing uses and purposes this 16th day of June, 1999.


KENNETH L. SANBORN

STATE OF NEW JERSEY
COUNTY OF MORRIS

The foregoing instrument was acknowledged before me on this 16th day of June, 1999, by **KENNETH L. SANBORN**, who is personally known to me or who has produced a current license as identification.

(Notary Seal)


Notary Public

YVONNE C. JOHNSTON
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 17, 2002

FILED
SECRETARY OF STATE
99 JUL -6 AM 8:23

ACCEPTANCE

Having been named to accept service of process for the above-stated Company at the place designated as sated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 30th day of June, 1999.

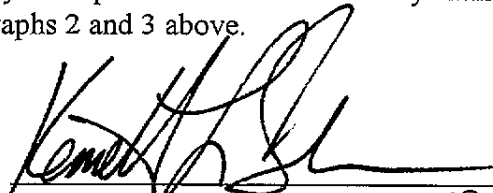

DANIEL SANBORN, Registered Agent

FILED
SECRETARY OF STATE
99 JUL -6 AM 8:23

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **AFI GYROCAM, L.C.**, deposes and states:


1. The above-named limited liability company has two (2) members.
2. The total amount of cash contributed by the members is \$2,000.00.
3. If any, the agreed value of the property other than contributed by members is none.
4. The total amount of cash or property anticipated to be contributed by members is \$2,000.00. This total includes amounts from paragraphs 2 and 3 above.


KENNETH L. SANBORN

STATE OF NEW JERSEY
COUNTY OF MORRIS

The foregoing instrument was acknowledged before me on this 16th day of June, 1999, by **KENNETH L. SANBORN**, who is personally known to me or who has produced a current License as identification.

(Notary Seal)


Notary Public

YVONNE C. JOHNSTON
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 17, 2002

H:\HOME\PRD\LC\AFI GyroC\organiz.art