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LIMITED LIABILITY COMPANY

Heinrich Bischoff USA, LLC

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Certificate of Status	0
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Page Count	04
Estimated Charge	\$285.00

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Katherine Harris
Secretary of State

August 9, 1999

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
HEINRICH BISCHOFF USA, LLC,
A LIMITED LIABILITY COMPANY**

* * *

**ARTICLE I
NAME**

The name of this limited liability company is Heinrich Bischoff USA, LLC, referred to in these Articles of Organization as the Company.

**ARTICLE II
DURATION**

Unless dissolved earlier, the Company's duration shall be perpetual.

**ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and the principal office of the Company is 406 Sarasota Quay, Suite 406, Sarasota, Florida 34236.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The initial registered office of the Company is 406 Sarasota Quay, Suite 406, Sarasota, Florida 34236, and its initial registered agent is Velma E. McCuiston.

**ARTICLE V
PURPOSE AND POWERS**

The Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

Prepared by Halcyon E. Skinner, Esquire
McGuire Woods Battle & Boothe, LLP
50 North Laura Street
Suite 3300
Jacksonville, Florida 32202
(904) 798-3200
Florida Bar No. 0169598

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ARTICLE VI
MANAGEMENT

The Company shall be managed by the member whose name and address are as follows:

Human Systems, Inc.
c/o Velma McCuiston, President

406 Sarasota Quay
Suite 406
Sarasota, Florida 34236.

ARTICLE VII
ADMISSION OF NEW MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous vote of the existing members of the Company.

ARTICLE VIII
CONTINUATION OF BUSINESS

The right of the remaining members of the Company to continue its business upon 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 shall be: By a 67% majority vote of the remaining and existing members of the Company.

ARTICLE IX
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$ 100.00;
3. if any, the agreed value of property other than cash contributed by members is \$ 0.00; and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100.00.

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IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization, and certifies the facts stated herein are true, as of this 4th day of August, 1999.


VELMA E. McCUISTON

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA**


In compliance with Chapter 608, Florida Statutes, the following is submitted:

Heinrich Bischoff USA, LLC, desiring to organize or qualify under the laws of the State of Florida, hereby designates Velma E. McCuiston as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 406 Sarasota Quay, Suite 406, Sarasota, Florida 34236.

DATED this 4th day of August 1999.


HEINRICH BISCHOFF USA, LLC

By: Human Systems, Inc. of Virginia,
Managing Member


Velma E. McCuiston, President

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 4th day of August 1999.


Velma E. McCuiston

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