

AUG. 12. 1999 4:17PM

HUMPHREY KNOTT PA

NO. 4654 P. 1

Division of Corporations

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**LIMITED LIABILITY COMPANY**

**EMOSS, L.L.C.**

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ARTICLES OF ORGANIZATION  
OF  
EMOSS, L.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 EMOSS, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Company in Florida shall be 2175 Crayton Road, Naples, FL 34103.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct 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.

This document prepared by:  
Garey F. Butler  
Humphrey & Knott, P.A.  
1625 Hendry Street, Suite 301  
Fort Myers, FL 33901  
Telephone: (941) 334-2722  
Florida Bar No. 0778974

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#### ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901.

#### ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

#### ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

#### ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of the holders of a majority of the membership interests of the Company and upon such terms and conditions as shall be determined by such majority. A member may transfer the member's interest in the Company only as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the holders of a majority of the membership interests of the Company other than the member proposing to dispose of an interest approve of the proposed transfer.

#### ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, 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, unless the business of the Company is continued by the consent of the holders of a majority of the remaining membership interests.

#### ARTICLE X - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These

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regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the Company are:

NAMEADDRESS

Douglas R. Walters, Sr., and  
Charlotte Walters, Husband and Wife

116 Christian Road  
Middlebury, CT 06762

Thomas Scacco and Joyce Scacco,  
Husband and Wife

116 Christian Road  
Middlebury, CT 06762

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization for the foregoing uses and purposes this 7<sup>th</sup> day of August, 1999.

Douglas R. Walters, Sr.  
Douglas R. Walters, Sr.

Date: August 7, 1999

Charlotte Walters  
Charlotte Walters

Date: Aug 7, 1999

Thomas Scacco  
Thomas Scacco

Date: Aug 7, 1999

Joyce Scacco  
Joyce Scacco

Date: August 7, 1999

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EXHIBIT A

<u>Name and Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Douglas R. Walters, Sr., and Charlotte Walters, Husband and Wife 116 Christian Road Middlebury, CT 06762	\$50,000	50%
Thomas Scacco and Joyce Scacco, Husband and Wife 116 Christian Road Middlebury, CT 06762	\$50,000	50%

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**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: EMOSS, L.L.C.
2. The name and address of the registered agent and office is:

Garey F. Butler  
(Name)

Humphrey & Knott, P.A.  
1625 Hendry Street, Suite 301  
(P.O. Box not acceptable)

Fort Myers, FL 33901  
(City/State/Zip)

*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.*

Garey F. Butler  
Garey F. Butler

August 10, 1999  
Date

FILING FEE: \$35 for Designation of Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of EMOSS, L.L.C., certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$100,000;
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$100,000.

Douglas R. Walters, Sr.  
Signature of a member or an authorized representative of a member.

(In accordance with section 605.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Douglas R. Walters, Sr.  
Typed or printed name of signee

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

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