

L990000007008

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Toto, L.C.

800003023508-1  
-10/25/99--01065--022  
\*\*\*\*160.00 \*\*\*\*160.00

_____	Art of Inc. File	_____
_____	LTD Partnership File	_____
_____	Foreign Corp. File	_____
<input checked="" type="checkbox"/>	L.C. File	_____
_____	Fictitious Name File	_____
_____	Trade/Service Mark	_____
_____	Merger File	_____
_____	Art. of Amend. File	_____
_____	RA Resignation	_____
_____	Dissolution / Withdrawal	_____
_____	Annual Report / Reinstatement	_____
<input checked="" type="checkbox"/>	Cert. Copy	_____
_____	Photo Copy	_____
<input checked="" type="checkbox"/>	Certificate of Good Standing	_____
_____	Certificate of Status	_____
_____	Certificate of Fictitious Name	_____
_____	Corp Record Search	_____
_____	Officer Search	_____
_____	Fictitious Search	_____
_____	Fictitious Owner Search	_____
_____	Vehicle Search	_____
_____	Driving Record	_____
_____	UCC 1 or 3 File	_____
_____	UCC 11 Search	_____
_____	UCC 11 Retrieval	_____
_____	Courier	_____

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 1:34

RECEIVED  
99 OCT 25 AM 11:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

**MJH**

Signature \_\_\_\_\_

Requested by: CM

Name

Date

Time

10/25

8:45

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
TOTO, L.C.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 25 PM 3:34

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

TOTO, L.C.

SECOND: The latest date on which the Limited Liability Company is to dissolve is September 30, 2099.

THIRD: The Limited Liability Company is organized for the following purposes:

Manufacture, market, distribute, sell, lease and otherwise commercialize golf swing training machines, programs and devices, and to carry on any other activities necessary to, in connection with or incidental to the foregoing, as the Managing Members in their discretion may deem desirable.

FOURTH: The street address of the initial registered office of the Limited Liability Company in Florida is 4625 North A1A, Suite 4, Vero Beach, FL 32963, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is ROBERT E. KUSCH.

FIFTH: The mailing address and principal office of the Limited Liability Company is c/o ROBERT E. KUSCH, 4625 N. A-1-A. Suite 4, Vero Beach, FL 32963.

SIXTH: The Limited Liability Company is to be managed by the Managing Members. The names and addresses of the initial Managing Members are: ROBERT E. KUSCH, having an address at 4625 N. A-1-A. Suite 4, Vero Beach, FL 32963, and DONALD A. HOPPER, having an address at 805 Third Avenue, Sixth Floor, NEW YORK, NY 10022

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$ 1,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests, except for certain preferred distributions provided in the Operating Agreement of the Limited Liability Company.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been

agreed to by the Members at this time.

NINTH: The Managing Members shall have the right to admit additional Members to the Limited Liability Company, by the vote or consent of a majority of the Managing Members.

TENTH: The remaining Members of the Limited Liability Company, by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company 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 Limited Liability Company.

ELEVENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

TWELTH: Affidavit of Membership and Contributions

The undersigned member certifies:

- 1) The above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the members is \$1,000.00.
- 3) if any, the agreed value of property other than cash contributed by members is none.
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$1,000.00.

IN WITNESS WHEREOF, Robert E. Kusch, a Member has executed and acknowledged and certified these Articles of Organization on October 19, 1999.

  
ROBERT E. KUSCH


(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

CONSENT TO APPOINTMENT  
BY REGISTERED AGENT

I, having been named as Registered Agent for THE SWING  
MAKER, L.L.C., hereby voluntarily consent to serve as Registered  
Agent for TOTO L.C.

I know and understand the duties and responsibilities of a  
Registered Agent as set forth in the Florida Statutes Annotated  
Sections 608.401 to 608.471, and I hereby accept those duties and  
responsibilities.

Dated: October 19, 1999

  
\_\_\_\_\_  
ROBERT E. KUSCH