

L9900000-7228

LAW OFFICES

VIHLEN & SILLS, P.A.

1173 SPRING CENTRE SOUTH BOULEVARD, SUITE C  
ALTAMONTE SPRINGS, FLORIDA 32714  
(407) 786-2200

SIDNEY L. VIHLEN, III  
PAUL M. SILLS

PLEASE REPLY TO:  
POST OFFICE BOX 161554  
ALTAMONTE SPRINGS, FLORIDA  
32716-1554  
TELECOPIER (407) 786-2247

October 14, 1999

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\*\*\*\*155.00 \*\*\*\*155.00

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Filing of Articles of Organization for GEMCO SALES, L.L.C.

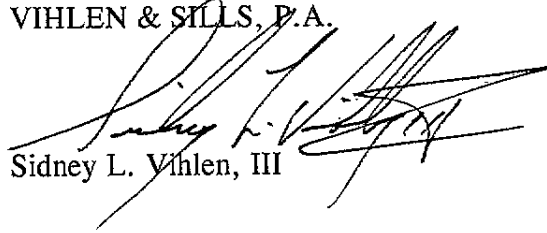
To Whom it May Concern:

Enclosed with this letter, you will find the Articles of Organization for GEMCO SALES, L.L.C. and the Affidavit of Membership and Contributions of the Members of GEMCO SALES, L.L.C. Please file these documents with your office. Additionally enclosed is a check made payable to the Secretary of State in the amount of \$155.00 for the filing fee and a certified copy of the Articles. Please forward the certificates back to our office in the enclosed self-addressed FedEx envelope.

If you need of any further information, please contact our office at (407) 786-2200.

Sincerely,

VIHLEN & SILLS, P.A.

  
Sidney L. Vihlen, III

SLV, III/slr  
/enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WAG 24424

JB  
10-29-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 20, 1999

SIDNEY L. VIHLEN, III  
LAW OFFICES OF VIHLEN & SILLS, P.A.  
P.O. BOX 161554  
ALTAMONTE SPRINGS, FL 32716-1554

SUBJECT: GEMCO SALES, L.L.C.  
Ref. Number: W99000024156

We have received your document for GEMCO SALES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 799A00050519

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR  
GEMCO SALES, L.L.C.**

**ARTICLE I  
NAME**

The name of this limited liability company shall be:

**GEMCO SALES, L.L.C.**

**ARTICLE II  
ADDRESSES**

The mailing address of this limited liability company is;

2072 Biltmore Point  
Longwood, Florida 32779

and, the street address of the initial principal office is:

2072 Biltmore Point  
Longwood, Florida 32779

**ARTICLE III  
DURATION**

The existence of this limited liability company shall begin upon the filing of these Articles of Organization and shall continue in perpetuity, unless terminated as provided for in the regulations of this limited liability company or by general law.

**ARTICLE IV  
PURPOSE OF THE LIMITED LIABILITY COMPANY**

The purpose of this limited liability company shall be to engage in any lawful activity for which companies may be organized under the Florida Limited Liability Company Act, including, without limitation, the manufacturing and marketing of vehicle safety signs.

**ARTICLE V  
MANAGEMENT**

This limited liability company is not a manager-managed company. Management of this limited liability company is hereby reserved to the members who shall govern the management of the company in relation to their capital contribution.

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**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

The managing members may, pursuant to the regulations of this limited liability company, permit the admission of additional members, including substitute members and assignees of a membership interest. The managing members, pursuant to the regulations of this limited liability company, shall determine the capital contributions of any such additional members.

**ARTICLE VII**  
**MEMBERS' RIGHT TO CONTINUE BUSINESS**

The members of this limited liability company shall have the right to continue the business of the company, despite the death, 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.

**ARTICLE VIII**  
**ADDITIONAL CONTRIBUTIONS**

No member shall have any obligation to make any additional contribution to this limited liability company, unless the additional contribution is approved by a majority of the managing members.

**ARTICLE IX**  
**TRANSFERABILITY OF INTEREST**

No interest in this limited liability company may be transferred except as specifically set forth in the regulations of this limited liability company.

**ARTICLE X**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

The power to adopt, alter, amend or restate these Articles of Organization is vested in the members. Any adoption, alteration, amendment or restatement of these Articles of Organization must be approved by a majority of the members.

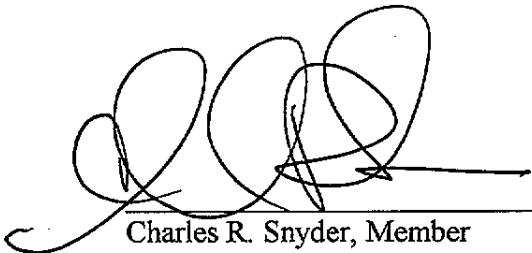
**ARTICLE XI**  
**AMENDMENT OF REGULATIONS**

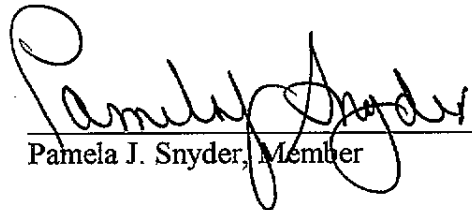
The power to adopt, alter, amend or repeal the regulations of this limited liability company is vested in the committee of managing members. Any adoption, alteration, amendment, or repeal of the regulations shall require a majority vote of the managing members.

**ARTICLE XII**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of this limited liability company shall be Vihlen & Sills, P.A.  
The initial registered office shall be located at 1173 Spring Centre South Boulevard, Suite C,  
Altamonte Springs, Florida 32714. ✓ PG4000081680

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal  
this 12th day of October, 1999.

  
Charles R. Snyder, Member

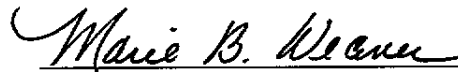
  
Pamela J. Snyder, Member

STATE OF FLORIDA     }  
                                     }  
COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments, personally appeared Charles R. Snyder and Pamela J. Snyder, who are either personally known to me, or who produced Florida Driver's Licence as identification, and who, after being duly sworn, acknowledged to me that they executed the foregoing Articles of Organization as members for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid on this the 12th  
day of October, 1999.

(SEAL)

  
Notary Public, State of Florida

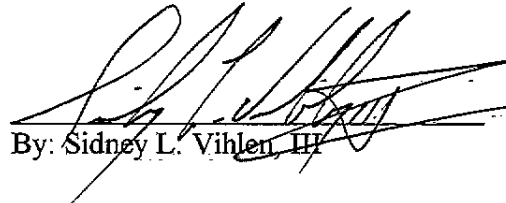
Marie B. Weaver  
Commission # GG 868617  
Expires Sep. 17, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **GEMCO SALES, L.L.C.** at the place designated in the Articles of Organization, 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 as provided for in Chapter 608, F.S.

VIHLEN & SILLS, P.A.

  
By: Sidney L. Vihlen, III

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