

L 9900000 8309

CAPITAL CONNECTION, INC.

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

QBE Holdings, LLC

600003057456--4

-12/01/99--01039--025

****125.00 ****125.00

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- ☒ L.C. File *Photo*
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- ☒ Cert. Copy
- ☒ Photo Copy
- 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

RECEIVED
99 DEC - 1 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 DEC - 1 PM 12:55
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

FILED

WR 12/1

Signature

Requested by:

LM 12/01 10:01

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF ORGANIZATION OF QBE HOLDINGS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be QBE HOLDINGS, LLC, and its principal office shall be located at 5999 Central Avenue, Suite 202, St. Petersburg, County of Pinellas, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II.

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign,

FILED
99 DEC -1 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III.

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

FILED
99 DEC - 1 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV.

MANAGEMENT

This limited liability company shall be a manager-managed company and shall be managed by three (3) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows: (1) Brian P. Deeb, 5999 Central Avenue, Suite 202, St. Petersburg, Florida 33710; (2) Frank Maggio, 5011 Largo DCBE, Granbury, Texas 76049; and (3) Mark A. Siler, 18501 Ambly Lane, Tampa, Florida 33647.

ARTICLE V.

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the company shall be determined by the percentage such member's initial capital contribution in relation to the total capital contributed by all members.

A member's interest in the limited liability company may not be sold or otherwise transferred except pursuant to the terms and conditions of the private stock issue of Aqcess Technologies, Inc., including the IPO restrictions on transfer or such other restrictions as may exist under Federal or State securities laws.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.

INITIAL MEMBERS AND CAPITAL CONTRIBUTIONS

The initial five (5) members shall be Brian P. Deeb, Brian Edwards, Frank Maggio, Mark A. Siler and Gloria Weed. Capital contributions in the amount of \$10,500.00 cash have been paid to the limited liability company by the initial five (5) members in equal shares, for a total initial capital contribution of \$52,500.00. No property other than cash has been contributed by any member. Additional contributions will be made as required for investment purposes, as determined

FILED
RECEIVED
STATE OF FLORIDA
JAN 11 2011
11:12:55

by unanimous consent of the members, however, none are anticipated at this time. Members will make contributions in equal shares.

ARTICLE VII.

PROFITS AND LOSSES

- (a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a percentage share of the profits based upon the percentage of their initial capital contribution in relation to the total amount contributed by all members. The distributive share of the profits shall be determined and paid to the members as determined by the management.
- (b). *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to their interest based upon the percentage of their initial capital contribution in relation to the total amount contributed by all members.

ARTICLE VIII.

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5999 Central Avenue, Suite 202, St. Petersburg, County of Pinellas, State of Florida, and the name of the company's initial registered agent at that address is D & B Corporate Services, Inc.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of QBE HOLDINGS, LLC.

Executed by the undersigned at 5999 Central Avenue, Suite 202, St. Petersburg, Pinellas County, Florida on November 30, 1999.



BRIAN P. DEEB

FILED
99 DEC -1 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATEMENT OF REGISTERED AGENT

Pursuant to the provisions of Section §608.415 Florida Statutes, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **QBE HOLDINGS, LLC.**

The name of the registered agent for **QBE HOLDINGS, LLC.** is **D & B CORPORATE SERVICES, INC.** and the street address of the company's principal office where the agent is located is 5999 Central Avenue, Suite 202, St. Petersburg, Florida 33710.

This statement is to acknowledge that, as indicated above, **QBE HOLDINGS, LLC.** has appointed **D & B CORPORATE SERVICES, INC.** as its registered agent to accept service of process for the company at the place designated above in this certificate. The said entity accepts this appointment as registered agent and agrees to act in this capacity. Said entity further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and such entity is familiar with and accepts the obligations of its position as registered agent.

Dated: November 30, 1999.

D & B CORPORATE SERVICES, INC.

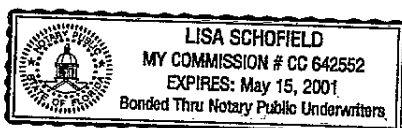
BY: 

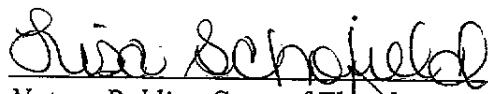
AS: PRESIDENT

PRINT NAME: BRIAN P. DEEB

State of Florida ss
County of Pinellas

The foregoing instrument was acknowledged before me this 30 day of November, 1999, by BRIAN P. DEEB, as President of D & B CORPORATES SERVICES, INC., agent on behalf of **QBE HOLDINGS, LLC**, a limited liability company. He is personally known to me and did take an oath.




Notary Public - State of Florida

FILED
99 DEC -1 3 15
SECRETARY OF STATE
TALLAHASSEE FLORIDA