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File Programs	
File Scripts	
File Languages	



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 2, 1999

EMPIRE CORP. KIT COMPANY

SUBJECT: PENNAN CONSULTING USA, LLC
REF: W99000027480

RECEIVED
99 DEC -2 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000030593
Letter Number: 899A00056903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(5)

**ARTICLES OF ORGANIZATION OF
PENNAN CONSULTING USA, LLC****ARTICLE I**

The name of the limited liability company ("Company") is **PENNAN CONSULTING USA, LLC**.

ARTICLE II**Address**

The mailing and street address of the Company's principal office is 1205 Granada Boulevard, Coral Gables, Florida 33134.

ARTICLE III**Duration**

The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV**Registered Agent and Office**

The name of Company's initial registered agent in Florida is Felice F. Murgu. The address of Company's registered office in Florida is 1205 Granada Boulevard, Coral Gables, Florida 33134.

ARTICLE V**Management**

The Company is to be managed by the members. Each managing member is identified as follows:

Felice F. Murgu
1205 Granada Boulevard
Coral Gables, Florida 33134

Marbella M. Murgu
1205 Granada Boulevard
Coral Gables, Fl. 33134

Alexander F. Murgu
1205 Granada Boulevard
Coral Gables, Florida 33134

Arnaldo Guerrieri
1205 Granada Boulevard
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA

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ARTICLE VI
Admission of New Members

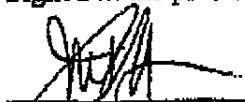
Members of the Company have the right to admit new members. Additional members may be admitted only by the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contribution by the new members at the time the new members are admitted.


ARTICLE VII

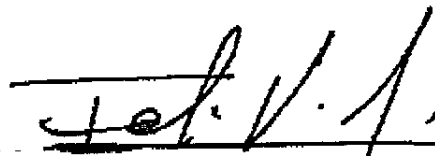
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may continue only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 13th day of NOVEMBER, 1999 at Coral Gables, Miami-Dade County, Florida.

Signed in the presence of:



Printed Name: Maria Prats Hamilton


Printed Name: Diana J. Acersal


Felice F. Murgu


Marbella M. Murgu


Alexander F. Murgu


Arnaldo Guerrieri

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TALLAHASSEE, FLORIDA

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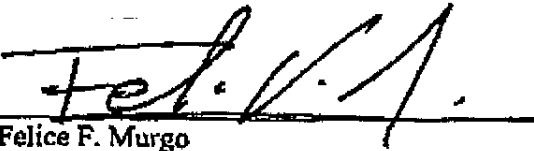
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 PENNAN CONSULTING USA, LLC.
- (2) The name and address of the registered agent and office is: Felice F. Murgio.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 11-13-1999


Felice F. Murgio

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TALLAHASSEE, FLORIDA

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


Felice F. Murgio

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TALLAHASSEE, FLORIDA

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