

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

GovStoreUSA, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
GOVSTOREUSA, L.L.C.**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is GovStoreUSA, L.L.C. (hereinafter the "Company").

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ARTICLE 2

Powers

This Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (a) sue and be sued, and defend, in its name;
- (b) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
- (c) sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
- (d) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
- (e) make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or

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attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly in indirectly, the majority of the outstanding membership interests of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company;

- (f) lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;
- (g) conduct its business, locate offices, and exercise the powers granted by the Act within or without the state of Florida;
- (h) select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit;
- (i) make donations for the public welfare or for charitable, scientific, or educational purposes;
- (j) pay pensions and establish pension plans, pension trust, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members officers, agents, and employees;
- (k) be a promoter, incorporator, shareholders, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (l) make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE 3

Effective Date

This Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

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ARTICLE 4

Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company is 4400 140th Avenue North, Clearwater, Florida 34622.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 4400 140th Avenue North, Clearwater, Florida 34622, and the name of the initial registered agent of this Company at that address is Martin L. Poad.

ARTICLE 6

Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager managed company.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 29th day of December, 1999.

GOVSTOREUSA, INC., a Florida corporation

By: Thomas W. Straub
Thomas W. Straub, President

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STATEMENT PURSUANT TO SECTION 608.414 OF THE FLORIDA STATUTES

The undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of this Company as provided for in Chapter 608 of the Florida Statutes.

Date: December 29th, 1999



Martin L. Poad, Registered Agent

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