

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE (_____) _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
1-1-96

FILED
SECRETARY OF STATE
CORPORATION
95 DEC 28 PM 2:44

AL DEC 29 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY NC _____

WALK-IN 12/28 12:30
Will Pick Up

RE: CEO-LITE (USA),
L.C.

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Fila <u>ORGANIZATION</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Fila		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Fila		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval	<u>200001675202</u>	
	<u>-01/02/96--01042--020</u>	
<input type="checkbox"/> UCC 1 or 3 Fila	<u>****337.50</u>	<u>****337.50</u>
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

STANLEY F. ROSE
Foreign Investment Attorney
2110 Imperial Golf Course Blvd
Naples, Florida 33942
Tel. (941) 566-3511 • Fax (941) 566-8523

December 22, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: GEO-LITE (USA)

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Organization for the above-referenced Limited Liability Company together with our check in the amount of \$337.50 to cover the following costs:

Filing Fee	\$250.00
Designation of Registered Agent	\$ 35.00
Certified Copy of Charter	<u>\$ 52.50</u>
TOTAL	\$337.50

Upon acceptance of the Charter and filing thereof by your office, please provide our office with a certified copy of the corporate charter.

Thank you for your cooperation in this regard.

Sincerely yours,


Stanley F. Rose

SFR/psf
Enclosures
N009

**ARTICLES OF ORGANIZATION
OF
GEO-LITE (USA), L.C.**

EFFECTIVE DATE

1-1-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 28 PM 2:44

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be GEO-LITE (USA), L.C. ("Company"). The principal place of business and mailing address of the Company in Florida shall be 257 Lely Beach Blvd., P-H 4, Bonita Springs, Florida 33923.

ARTICLE II - DURATION

The Company shall commence its existence on the later of January 1, 1996 or the date these Articles of Organization are filed by the Florida Department of State and shall have perpetual existence thereafter unless the Company is dissolved as provided in these Articles of Organization.

ARTICLES III - PURPOSES AND POWERS

The general purpose for which the Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLES IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is K. Tom Rud, 257 Lely Beach Blvd., P-H 4, Bonita Springs, Florida 33923.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

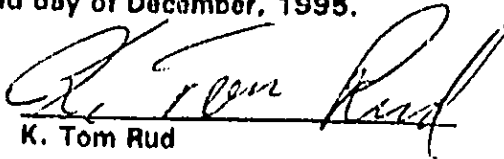
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Article of Organization. The names and address of the members of the company are:

K. Tom Rud, 257 Lely Beach Blvd., P-H 4, Bonita Springs, Florida 33923
Stanley F. Rose, 2110 Imperial G.C. Blvd., Naples, Florida 33942

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Naples, Florida for the foregoing uses and purposes this 22nd day of December, 1995.


K. Tom Rud


Stanley F. Rose

STATE OF FLORIDA
COUNTY OF

Before me personally appeared K. Tom Rud and Stanley F. Rose to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledge before me according to law that they made the same for the uses and proposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 22nd day of December, 1995.

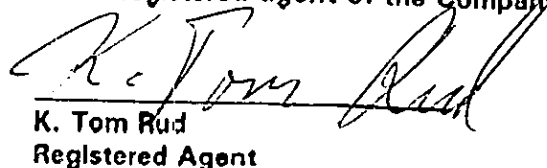
MILDRED Z. O'CONNELL
Notary Public, State of Florida
Name of Notary: Mildred Z. O'Connell



MILDRED Z. O'CONNELL
My Comm Exp. 10/02/98
Bonded By Service Ins
No. CC410906

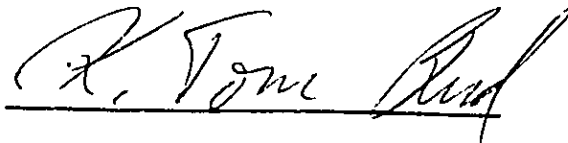
ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of GEO-LITE (USA), L. C., as the registered agent of this limited liability Company, hereby consents to his appointment as registered agent of the Company.


K. Tom Rud
Registered Agent

The undersigned member or authorized representative of a member of GEO-LITE (USA), L. C. deposes and says:

- 1) The above named limited liability company has at least two members
- 2) The total amount of cash contribution (initial capital) by the member(s) is \$1000.
- 3) If any, the agreed value of real and personal property other than cash contributed by member(s), and additional cash or real or personal property to be contributed by the members is \$0. A description of the property is attached and made a part hereto (attached Exhibit "A").
- 4) The total amount of cash or real or personal property anticipated to be contributed by member(s) is \$1000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 605.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

K. Tom Rud

FILING FEE: \$250 for Articles of Organization and Affidavit

EXHIBIT "A"

A. Initial Capital

K. Tom Rud \$990

Stanley F. Rose \$ 10

\$1000

Total Capital A = \$1000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 28 PM 2:44

**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
GEO-LITE (USA), L.C.**

2. The name and address of the registered agent and office is:

K. Tom Rud, 257 Lely Beach Blvd., P-H 4, Bonita Springs, Florida 33923

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


K. Tom Rud

December 22, 1995
Date

FILING FEE: \$ 35 FOR DESIGNATION OF REGISTERED AGENT

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Per phone call from
Stanley Rose:
contributions will not
be increased & will
remain the same.*

N. HENDERSON MAR 2 9 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY NC _____

WALK-IN 2/29 4:00
Will Pick Up

RE: GEO-Lite (USA), LC

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

STANLEY F. ROSE
Foreign Investment Attorney
2110 Imperial Golf Course Blvd.
Naples, Florida 33942
Tel: (941) 556-3511 • Fax: (941) 556-5523

February 15, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Geo-Lite (USA), LC
L95000001006

Dear Sir/Madam:

Enclosed are the original and one copy of the Certificate of Amendment of the Articles of Organization for the above-referenced Limited Liability Company together with our check in the amount of \$140.00 to cover the following costs:

Filing Fee (restated articles)	\$ 52.50
Change of Registered Agent	\$ 35.00
Certified Copy of Charter	<u>\$ 52.50</u>
TOTAL	\$140.00

Upon acceptance of the Certificate of Amendment to the Charter and filing thereof by your office, please provide our office with a certified copy of the corporate charter.

Thank you for your cooperation in this regard.

Sincerely yours,


Stanley F. Rose

SFR/psf
Enclosures
N009



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 1, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: GEO-LITE (USA), L.C.
Ref. Number: L95000001006

We have received your document for GEO-LITE (USA), L.C. and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

The fee to file the amendment is \$52.50 plus an additional \$52.50 for the certified copy. There is no additional fee to change the agent when it's done in the amendment. *\$105.00*

The acceptance paragraph for the registered agent needs to be rephrased, the new agent is not the person listed in the Articles of Organization.

Pursuant to section 608.412, Florida Statutes, a supplemental affidavit should be filed to reflect an increase in the capital contributions of a limited liability company. The affidavit should set forth the total amount of the capital contributions of the members. If contributions include other than cash, a description and agreed value of property should be attached. The filing fee is \$250. Enclosed is the appropriate form.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 396A00009141

CORRECTED

DIVISION OF CORPORATION

96 MAR 28 PM 3:52

RECEIVED

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
GEO-LITE (USA), L.C.**

FILED

96 MAR 28 PM 4: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** The date of filing of the articles of organization was December 28, 1995, effective January 1, 1996, with document Number L95000001006.
- SECOND:** The following amendment(s) to the articles of organization were adopted by the limited liability company.

The Articles of Organization are amended, and restated, as follows:

"ARTICLES IV - REGISTERED OFFICE AND AGENT"

The name and street address of the registered agent of the Company in the State of Florida is Ole K. Nilssen, 257 Lely Beach Blvd., P-H 4, Bonita Springs, Florida 33923.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are:

Ole K. Nilssen, 247 Lely Beach Blvd., P-H 4, Bonita Springs, Florida 33923
Kenneth Sutton, 16 Ascot Lane, Barrington, Illinois 60010

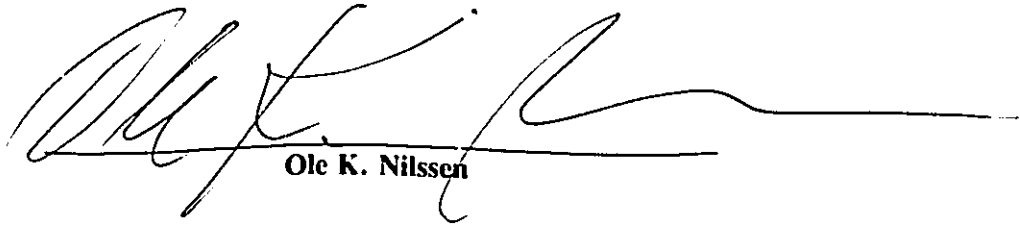
ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in this Certificate of Amendment to the Articles of Organization of GEO-LITE (USA), L.C., as the registered agent of this limited liability Company, hereby consents to his appointment as registered agent of the Company.


Ole K. Nilssen
Registered Agent

The undersigned member or authorized representative of a member of GEO-LIT!
(USA), L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contribution (initial capital) by the member(s) is \$1000.
- 3) If any, the agreed value of real and personal property other than cash contributed by member(s), and additional cash or real or personal property to be contributed by the members is \$0.00. A description of the property is attached and made a part hereto (attached Exhibit "A").
- 4) The total amount of cash or real or personal property anticipated to be contributed by member(s) is \$1,000. This total includes amounts from 2 and 3 above.



Ole K. Nilssen

Signature of a member or authorized representative of a member.
(In accordance with section 606.408(3), Florida Statutes, the execution of this affidavit constitutes as affirmation under the penalties of perjury that the facts sealed herein are true.)

EXHIBIT "A"

A. Initial Capital

Ole K. Nilssen	\$ 990.00
Kenneth Sutton	<u>\$ 10.00</u>
	\$1,000.00

B. Additional Capital (Cash)

-----	0.00
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Total Capital A + B =	<u>\$1,000.00</u>
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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:

GEO-LITE (USA), L.C.

2. The name and address of the registered agent and office is:

Ole K. Nilssen, 257 Lely Beach Blvd., P-H 4, Bonita Springs, Florida 33923

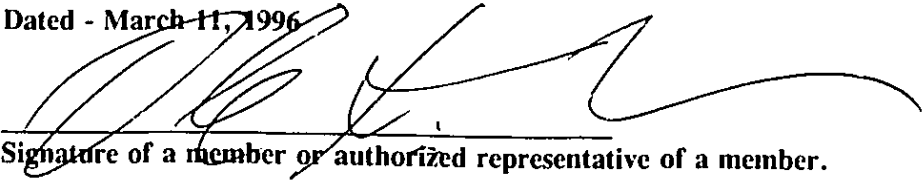
**Having been named as registered agent and to accept service of process for the above
stated limited liability company at the place designed in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.**


Ole K. Nilssen

March 11, 1996

Date

Dated - March 11, 1996


Signature of a member or authorized representative of a member.

Ole K. Nilssen

Typed or printed name of person signing