



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$150.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Limited Liability Company
Articles of Organization**

(Chapter 7-16-6 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the limited liability company is: Unmanned Systems Engineering LLC

ARTICLE II

The street address (post office boxes are not acceptable) of the limited liability company's registered agent in Rhode Island is:

No. and Street: 270 VANDERBILT LANE
City or Town: PORTSMOUTH State: RI Zip: 02871

The name of the resident agent at such address is: DAVID P MARKERT

ARTICLE III

Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:
Check one box only

a partnership a corporation disregarded as an entity separate from its member

ARTICLE IV

The address of its principal office of the limited liability company if it is determined at the time of organization:

No. and Street: 270 VANDERBILT LANE
City or Town: PORTSMOUTH State: RI Zip: 02871 Country: USA

ARTICLE V

The limited liability company has the purpose of engaging in any lawful business, unless a more limited purpose is set forth in Article VI of these Articles of Organization.

The period of its duration is: Perpetual

ARTICLE VI

Additional provisions, if any, not inconsistent with law, which members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or any other provision which may be included in an operating agreement:

SECTION 1. INTENTION: IT IS THE OWNERS OF UNMANNED SYSTEMS ENGINEERING, MR PAUL MORGAN AND MR DAVID MARKERT AS 50% - 50% OWNERS, TO FORM A

LIMITED LIABILITY CORPORATION (LLC) TO SELL SERVICES AND PRODUCTS TO THE US GOVERNMENT, US MILITARY AND COMMERCIAL CLIENTS TO GENERATE REVENUE.

SECTION 2. DISSOLUTION: WHEREAS IT BECOMES NECESSARY OR DESIRABLE TO DISSOLVE THIS PARTNERSHIP, THIS PARTNERSHIP CAN BE DISSOLVED WITH BOTH OWNERS' WRITTEN CONSENT. IF IT BECOMES NECESSARY OR DESIRABLE FOR ONE OWNER TO EXIT THIS PARTNERSHIP, THE REMAINING OWNER HAS 'BUYOUT' RIGHTS EQUAL TO 50% OF THE VALUE OF THE COMPANY AS VALUED BY A MUTUALLY AGREED UPON FINANCIAL PROFESSIONAL VALUATION. THE 'BUYOUT' PARTNER HAS 12 MONTHS TO RAISE THE CAPITAL NECESSARY TO EXECUTE THIS BUY OUT.

SECTION 3. ORGANIZATION: UNMANNED SYSTEMS ENGINEERING LLC WILL ORGANIZE IN ANY WAY DEEMED APPROPRIATE BY THE PARTNERS TO ACHIEVE ITS MISSION OF PROVIDING EXPERTISE FOR ENGINEERING, ANALYSIS AND CONSULTING SERVICES TO THE US GOVERNMENT, THE US MILITARY OR COMMERCIAL CLIENTS. UNMANNED SYSTEMS ENGINEERING LLC WILL INITIALLY BE ORGANIZED AS DESCRIBED BELOW:

CHIEF EXECUTIVE OFFICER: MR PAUL MORGAN. MR MORGAN WILL SERVE AS THE CHIEF EXECUTIVE OFFICER. HIS PRIMARY DUTIES TO THE LLC WILL BE TO MAXIMIZE REVENUE BY GENERATION OF NEW BUSINESS. MR MORGAN WILL ALSO BE THE LEAD FOR STAFF RECRUITING TO FILL VACANCIES AT UNMANNED SYSTEMS ENGINEERING SITES.

PRESIDENT: MR DAVID MARKERT. MR MARKERT WILL SERVE AS UNMANNED SYSTEMS ENGINEERING PRESIDENT. AS SUCH MR MARKERT IS RESPONSIBLE FOR THE DAY TO DAY OPERATION OF USE TO INCLUDE BILLING, PAYABLES, AND RECEIVABLES, TRAVEL INVOICING, SALARIES AND DISTRIBUTIONS. MR MARKERT WILL ALSO SERVE AS MANAGING PARTNER. AS MANAGING PARTNER, MR MARKERT WILL BE GRANTED ON ADDITIONAL VOTE FOR DECISION MAKING PURPOSES ONLY AS DIRECTOR/OFFICER VOTES WILL BE APPORTIONED ON VOTE FOR EACH PERCENTAGE SHARE OF THE COMPANY.

SECRETARY: MRS. GRETCHEN MARKERT WILL SERVE AS SECRETARY OF USE. THE SECRETARY IS RESPONSIBLE FOR CALLING QUARTERLY BOARD MEETINGS, PROVIDING THE AGENDA FOR SAID MEETINGS AND PROVIDING MINUTES AND ACTION ITEMS UPON COMPLETION. MRS MARKERT WILL SERVE IN THIS CAPACITY UNTIL WHICH TIME AS THE OWNERS DETERMINE THAT HER SERVICES ARE NOT LONGER REQUIRED. MRS. MARKERT WILL RECEIVE AN ANNUAL STIPEND FOR HER SERVICES AS DETERMINED BY MR MORGAN AND MR MARKERT.

ACCOUNTANCY: THE FINANCIAL STATEMENTS WILL BE UPDATED MONTHLY AND STATUS WILL BE PROVIDED TO MR MORGAN AND MR MARKERT. MR. MARKERT IS RESPONSIBLE FOR ENSURING THE OWNERS RECEIVED THIS MONTHLY STATUS UPDATE. USE WILL PLAN FOR ANY DISTRIBUTION TO OCCUR ON A QUARTERLY BASIS TO THE OWNERS AFTER A TWO YEAR INTERIM PERIOD IS COMPLETE.

ARTICLE VII

The limited liability company is to be managed by its X Members or ___ Managers (check one)
(If managed by Members, go to ARTICLE VIII)

The name and address of each manager (If LLC is managed by Members, DO NOT complete this section):

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
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ARTICLE VIII

The date these Articles of Organization are to become effective, not prior to, nor more than 30 days after the filing of these Articles of Organization.

Later Effective Date:

This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.

Signed this 4 Day of September, 2008 at 5:21:43 PM by the Authorized Person.

DAVID P MARKERT

Address of Authorized Signer:

270 VANDERBILT LANE
PORTSMOUTH RI 02871

Form No. 400
Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

