

L99000003517

*Sunstate Research*  
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Merchandising Technologies  
(Corporation Name) (Document #)
2. Company, L.L.C.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-06/16/99--01032--007  
\*\*\*\*337.50 \*\*\*\*337.50

OTHER FILINGS	
Name	6/16/99
Availability	Yes
Document Examiner	Annual Report DCC
Updater	Fictitious Name DCC
Verifier	Name Reservation DCC
Acknowledgement	DCC
W. P. Verifier	DCC

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

5 pages

**MERCHANDISING TECHNOLOGIES COMPANY, L.L.C.**

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:

**MERCHANDISING TECHNOLOGIES COMPANY, L.L.C.**

**ARTICLE II - Address**

The mailing address and the street address of the principal office of the Limited Liability Company is:

c/o Cafferata & Co.  
Lucayan Building  
East Mall Drive  
Freeport, Grand Bahama  
Bahamas

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by a manager (the "Manager") and the name and address of the Manager is:

Merchandising Technologies Company  
c/o Cafferata & Co.  
Lucayan Building  
East Mall Drive  
Freeport, Grand Bahama  
Bahamas

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**ARTICLE V - Registered Agent and Office**

The name of the initial registered agent of the Limited Liability Company is:

**Corporation Company of Miami  
201 South Biscayne Boulevard, Suite 1500  
Miami, FL 33131**

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**ARTICLE VI - Miscellaneous**

Additional members may be admitted to this Limited Liability Company upon the unanimous approval of all of the members of this Limited Liability Company, on such terms and conditions as may be approved by all of the members of this Limited Liability Company.

The remaining members of this Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon 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.

**MERCHANDISING TECHNOLOGIES  
COMPANY**, a Member of the Limited  
Liability Company

By: *[Signature]*  
Its: SECRETARY  
Name: BARBARA PRINZEPPI

**REGISTERED AGENT ACCEPTANCE**

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: June 14, 1999

**CORPORATION COMPANY OF MIAMI**

By: Adrienne L. Swain  
Its: Assistant Secretary  
Name: Adrienne L. Swain

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of the member of **Merchandising Technologies Company, L.L.C.** hereby states and confirms:

- (1) the above-named Limited Liability Company has one member;
- (2) the total amount of cash contributed by the member to the above-named Limited Liability Company is \$1,500.00.
- (3) the member has not contributed any property to the above-named Limited Liability Company other than the cash amount listed in paragraph (2) above.
- (4) the total amount of cash and property anticipated to be contributed by the member to the above-named Limited Liability Company is \$1,500.00. This consists of amounts described in paragraphs (2) and (3) above.

**MERCHANDISING TECHNOLOGIES COMPANY**, as a Member of Merchandising Technologies Company, L.L.C.

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By: *Barbara B. Prinetti*  
Its: SECRETARY  
Name: BARBARA B. PRINETTI

(In accordance with Section 608.402(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)