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Document Number Only

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

DATE: 6/7

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****125.00 ****125.00

Corporation(s) Name

Meritech Associates LLC

- Profit
- Nonprofit
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- UCC () 1 or () 3
- Amendment
- Dissolution
- Withdrawal
- UBR
- Fititious Name
- Merger
- Mark
- Other
- Ch. RA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/7

*****Special Instructions****

- Certified Copy
- Photocopies
- CUS
- (arts/ameds/mergers) () Other-See Above
- Walk in
- Pick-up
- Will Wait

RECEIVED
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DEPT. OF STATE
CORPORATION
TALLAHASSEE FLORIDA

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

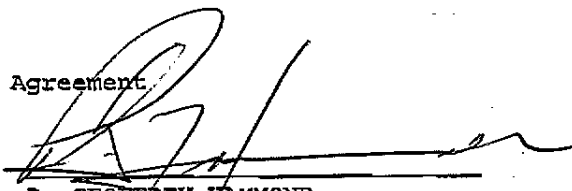
tp

APR. 3.2000 4:32PM BRACH EICHLER

NO.531

P.3/3

as set forth in Operating Agreement.



P. GEOFFREY HAMMOND
MANAGING MEMBER

Signature of a member or an authorized
representative of a member.

::ODMA\PCDOCS\DOCSLIB\225171\1

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is:

METRITTECH ASSOCIATES, L.L.C.

ARTICLE II - ADDRESS:

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

P. GEOFFREY HAMMOND
c/o CSI International, Inc.
328 Newman Springs Road
Red Bank, NJ 07701

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 and the name and address of such manager is:

P. Geoffrey Hammond
c/o CSI International, Inc.
328 Newman Springs Road
Red Bank, NJ 07701

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be as set forth in the Operating Agreement of the Limited Liability Company.

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MERITECH ASSOCIATES, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM

(Name)

1200 SOUTH PINE ISLAND ROAD

Florida street address (P.O. Box NOT ACCEPTABLE)

PLANTATION

FL

33324

City/State/Zip

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TALLAHASSEE FLORIDA

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 as provided for in Chapter 608, F.S..

Connie Bryan
(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)