

19500000523

LAW OFFICES

MICHAEL H. MALE

PROFESSIONAL ASSOCIATION

SUITE 303

3250 MARY STREET

MIAMI, FLORIDA 33133

TELEPHONE (305) 443-5000

TELECOPIER (305) 443-0024

PLEASE REFER
TO FILE NO

June 30, 1995

Federal Express:

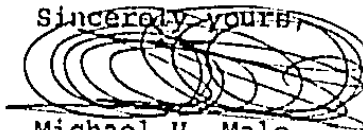
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Stage III Technologies, L.C.

Dear Sir:

Enclosed please find original and one copy of the Articles of Organization, Affidavit and Registered Agent Certificate for the above referenced limited liability company, together with a check in the sum of \$337.50 to cover the cost of filing and a certified copy. Please return the certified copy to me.

Sincerely yours,



Michael H. Male

MHM/ow
Enclosures

500001530015
-07/05/95--01054--003
****337.50 ****337.50

EFFECTIVE DATE
6-30-95

BH
7-16

RECEIVED
JUL 1 1995
FBI - TAMPA

ARTICLES OF ORGANIZATION
OF
STAGE III TECHNOLOGIES, L.C.

FILED
95 JUL -3 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is Stage III Technologies, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exist for thirty (30) years from the such date unless sooner terminated as provided herein.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

EFFECTIVE DATE
1-30-95

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is 6971 N.W. 53rd Terrace, Miami, Florida 33166.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Michael H. Male. The street address of the initial registered office of the corporation in the State of Florida is 3250 Mary Street, Miami, Florida 33133.

ARTICLE VI

CAPITAL

The capital of the Limited Liability Company is \$500.00 which shall be paid entirely in cash. Additional capital contributions are not required, but may be made in accordance with the terms of the Agreement of Operation of Stage III Technologies, L.C. , as it may be amended from time to time.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be as provided in the Agreement of Operation of Stage III Technologies, L.C.

ARTICLE VIII

DISSOLUTION, WINDING UP, LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Death, insanity, bankruptcy, retirement or withdrawal of any Member.
3. Dissolution of any Member who is an entity.
4. Unanimous agreement of the Members to dissolve.
5. The sale of all or substantially all of the assets of the Limited Liability Company.
6. The happening of any event that makes it unlawful, impossible or impractical to carry on the business of the Limited Liability Company.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Member (representing at least a majority of the interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

Anfil 3 Hush Kit Corporation, a Florida Corporation
Stage III, L.C.C. , a Delaware limited liability company

ARTICLE X

RESTRICTION ON TRANSFER

No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in the Limited Liability Company without the prior written consent of all other Members, except as provided in the Agreement of Operation of Stage III Technologies, L.C. , as it may be amended from time to time.

ARTICLE XI

INDEMNIFICATION

The Limited Liability Company may indemnify, to the full extent permitted by law, any person who is the proper subject of indemnification.

IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization effective this 30 day of June 30, 1995.

(signature on following page)

Anfil 3 Hush Kit Corporation

By: 

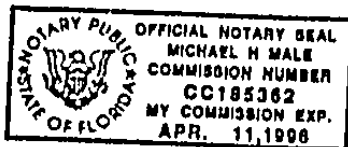
Name: William P. Lord

Title: President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared William P. Lord as a President of Anfil 3 Hush Kit Corporation, to me personally known, and who did acknowledge to me that he executed the foregoing Articles of Organization of Stage III Technologies, L.C., a Florida limited liability company, on behalf of Anfil 3 Hush Kit Corporation.

WITNESS my hand and official seal this 30th day of June, 1995.



A handwritten signature in dark ink, consisting of several overlapping loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

Notary Public,
State of Florida

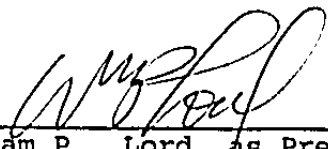
AFFIDAVIT OF MEMBER

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The undersigned Affiant, being the President of Anfil 3 Hush Kit Corporation, a Member of Stage III Technologies, L.C. , a Florida limited liability company (the "Company"), hereby deposes and says:

2. Affiant is President of a Member of the Company.
3. The Company has at least two members.
4. The amount anticipated to be contributed by the members is as follows:

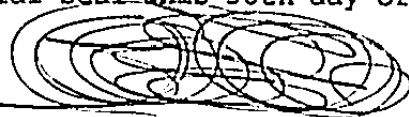
<u>Name of Member</u>	<u>Amount Anticipated to be Contributed</u>
Anfil 3 Hush Kit Corporation .	\$ 250.00
Stage III, L.L.C.	\$ 250.00
FURTHER AFFIANT SAYETH NAUGHT.	



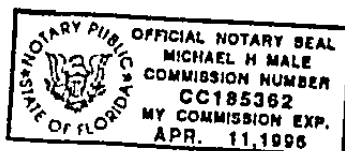
William P. Lord, as President
of Anfil 3 Hush Kit Corporation

BEFORE ME, personally appeared William P. Lord, as President of Anfil 3 Hush Kit Corporation, to me personally known who acknowledged to me that he executed the foregoing Affidavit on behalf of Anfil 3 Hush Kit Corporation, and did not take an oath.

WITNESS my hand and official seal this 30th day of June, 1995.



Notary Public, State of Florida



CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

Stage III Technologies, L.C. , a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Miami, County of Dade, State of Florida, has named Michael H. Male, located at 3250 Mary Street, Suite 303, Miami, Florida 33133, as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

Michael H. Male

By: _____
Print Name: Michael H. Male

ENDATA\1232.01\001-LLC.RV2

65 JUL -2 PM 1:06
STATION
FBI

1201 HAYS STREET
TALLAHASSEE, FL 32301-2007

800-342-8086



L9500000523

ACCOUNT NO. : 072100000032

REFERENCE : 041295 4302173

AUTHORIZATION : Patricia Pyrite

COST LIMIT : \$ 52.50, 050.00

ORDER DATE : August 2, 1996

ORDER TIME : 11:02 AM

ORDER NO. : 041295

CUSTOMER NO: 4302173

CUSTOMER: Lorna Foster, Legal Asst
Shereff Friedman Hoffman &
919 Third Avenue

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: STAGE III TECHNOLOGIES, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
96 AUG 15 11:03 AM
TALLAHASSEE, FL

FILED
JUL 15 1995

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
STAGE III TECHNOLOGIES, L.C.

The undersigned subscribing member hereby amends and restates the Articles of Organization of Stage III Technologies, L.C., a Florida limited liability company whose initial Articles of Organization were filed on July 3, 1995, to read in its entirety as follows:

ARTICLE I

NAME

The name of the limited liability company is Stage III Technologies, L.C. (the "Company").

ARTICLE II

DATE OF FILING

The date of filing of the original Articles of Organization of the Company was July 3, 1995.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Company commenced on July 3, 1995. The term of the Company shall continue until June 30, 2025, unless the Company is dissolved earlier pursuant to the Operating Agreement of the Company (the "Operating Agreement"), dated as of February 20, 1996, by and among Stage III, L.L.C., a Delaware limited liability company, Jack H. Anderson ("Anderson"), Eli S. Jacobs and Todd R. Stimmel.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Company's principal office is 5960 North Bayshore Drive, Miami, Florida 33137

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of the registered agent of the Company is Corporation Service Company. The street address of the registered agent of the Company is 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE VI

ADMISSION OF NEW MEMBERS

The admission of new members shall be as provided in the Operating Agreement.

ARTICLE VII

DISSOLUTION

The Company shall be dissolved upon the death, incompetency, withdrawal, expulsion, bankruptcy or dissolution of a member of the Company, the death or incompetency of Anderson, or any other occurrence which terminates a member's membership in the Company, except where the members, other than the affected member, vote unanimously to continue the business of the Company. The Company shall also be dissolved upon the occurrence of certain other events set forth in the Operating Agreement.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by its members whose respective names and addresses are listed below:

Stage III, L.L.C., 1013 Centre Road, Suite 350, Wilmington, DE 19085

Eli S. Jacobs, 641 Lexington Avenue, New York, New York 10022

Todd R. Stimmel, 641 Lexington Avenue, New York, New York 10022

ARTICLE IX
INDEMNIFICATION

(1) The Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a managing member, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Company, or, with

respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Company shall indemnify any person, who was or is a party to any proceeding by or in the right of the Company to procure a judgment in its favor by reason of the fact that he is or was a managing member, officer, employee, or agent of the Company or is or was serving at the request of the Company as managing member, director, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of a majority of the members, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Company, except that no indemnification shall be made under this section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

(3) For the purposes of this Article IX

(a) The term "other enterprises" includes employee benefit plans.

(b) The term "expenses" includes counsel fees, including those for appeal.

- (c) The term "liability" includes obligations to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to any employee benefit plan, and expenses actually and reasonably incurred with respect to a proceeding.
- (d) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.
- (e) The term "agent" includes a volunteer.
- (f) The term "serving at the request of the Company" includes any service as a managing member, officer, employee, or agent of the Company that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries.
- (g) The term "not opposed to the best interest of the Company" describes the actions of a person who acts in good faith and in a manner he reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

(4) The foregoing indemnification provisions shall be subject to the provisions of Chapter 608 of the Florida Statutes (or any successor statute). In the event that such statute is amended to broaden the right of a limited liability company to indemnify the parties covered by this Article IX, the Company shall indemnify the parties covered by this Article IX to such greater extent.

21'd

95121 9661-92-Tnr

These Amended and Restated Articles of Organization have been duly executed
and are being filed in accordance with Section 608.411 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscribing member has executed these
Amended and Restated Articles of Organization on this 31st day of July, 1996.

By:


TODD R. STIMMEL, member

AFFIDAVIT OF MEMBER

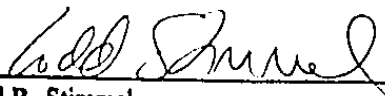
STATE OF NEW YORK)
) ss:
 COUNTY OF NEW YORK)

The undersigned Affiant, being a member of Stage III Technologies, L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. Affiant is a member of the Company.
2. The Company has at least two members.
3. The amount anticipated to be contributed by the members is as follows:

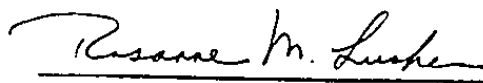
<u>Name of Member</u>	<u>Amount Anticipated to be Contributed</u>
Stage III, L.L.C.	\$ 250.00
Eli S. Jacobs	\$500,000.00

FURTHER AFFIANT SAYETH NAUGHT.


 Todd R. Stimmel

BEFORE ME, personally appeared Todd R. Stimmel, to me personally known who acknowledged to me that he executed the foregoing Affidavit, and did not take an oath.

WITNESS my hand and official seal this 31st day of July, 1996.


 Notary Public, State of New York

ROSANNE M. LUSHA
 Notary Public, State of New York
 No. 24-4795339
 Qualified in Kings County
 Commission Expires April 30, 1997

951215 9061-92-711

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

Stage III Technologies, L.C., a Florida limited liability company, with its registered office, as indicated in the Amended and Restated Articles of Organization, in the City of Miami, County of Dade, State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, FL 32301, as its registered agent within the State.

Having been named registered agent for the above-stated limited liability company at the place designated in the Amended and Restated Articles of Organization, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

Corporation Service Company

By:

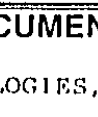
Mark Vanspacher

Print Name:

MARK VANSPACHER
ASSISTANT SECRETARY

2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Helmsdale: \$738.75

 1996		Sandra D. Mortham Secretary of State 1000 Bank of America Building Tallahassee, Florida 32399-0001	
FILING FEE \$ 263.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company STAGE III TECHNOLOGIES, L.C.		DOCUMENT # 1.95000000523	
2. Principal Place of Business 5960 N. Bayshore Dr. Suite Apt # etc MIAMI FL		2a. Mailing Address 1013 Centre Road Suite Apt # etc 350 Wilmington, DE. 19805 U.S.A.	
3. Date Organized or Qualified 06/30/1995		3a. State of Formation FL	
4. FCI Number 65-0619112		5. Date of Last Report 6-01-96	
6. Certificate of Status Desired <input checked="" type="checkbox"/> As 75 Additional Fee Required		7. Name and Address of Current Registered Agent MALE, MICHAEL H 3250 MARY STREET MIAMI FL 33133	
8. Name and Address of New Registered Agent Corporation Service Company Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street Suite Apt # etc Tallahassee FL 32301		9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office, a registered agent, or both in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent and accept the obligations. SIGNATURE Fixat Mully DATE 6-01-96	
10. Title MGR		Managing Members/Managers JACK ANDERSON	
Business Street Address 5960 N. BAYSHORE DR.		City, State and Zip Code MIAMI, FL 33137	
I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 139.07(3)(a), Florida Statutes. Further, I certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10 or on an attachment with an address. SIGNATURE: JACK ANDERSON JACK ANDERSON 6-01-96 305 757-4855			