

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-342-8086



95000000664

ACCOUNT NO. : 072100000032

REFERENCE : 670720 121767A

AUTHORIZATION :

COST LIMIT : \* 885.00

*Patricia Pytko*

ORDER DATE : August 29, 1995

ORDER TIME : 9:42 AM

ORDER NO. : 670720

EFFECTIVE DATE  
8-28-95

000001571985

CUSTOMER NO: 121767A

CUSTOMER: Richard Levine, Esq  
KARP & GENAUER, P.A.

Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: MARIGOLD WATCH, L.C.

*Contributions  
# 204,081.64*

☒ ARTICLES OF INCORPORATION LC  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

*W95-17469*

FILED  
95 AUG 29 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 29, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MARIGOLD WATCH, L.C.  
Ref. Number: W95000017409

We have received your document for MARIGOLD WATCH, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 795A00040222

EFFECTIVE DATE

9-28-95

FILED

95 AUG 29 AM 8:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MARIGOLD WATCH, L.C.

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

ARTICLE I

NAME

The name of the Limited Liability Company is Marigold Watch, 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.

#### ARTICLE IV

##### PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's initial principal office and mailing address is c/o I.L. Corporation, 601 Brickell Key Drive, Suite 511, Miami, Florida 33131.

#### ARTICLE V

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the state of Florida is 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

#### ARTICLE VI

##### CAPITAL

The initial capital of the Limited Liability Company is \$204,081.64 which may be paid in cash, property or services to be rendered to the Limited Liability Company. Additional capital contributions are not required, but may be made in accordance with the terms of the Agreement of Operation of Marigold Watch, 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 Marigold Watch, 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 remaining 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:

Joffroy Golden  
169 Orangeburgh Road  
Old Tappan, New Jersey 07675

Carlos Martinez-Christensen  
601 Brickell Key Drive  
Suite 511  
Miami, Florida 33131

Martin J. Genauer, as Trustee  
2 Alhambra Plaza  
Suite 1202  
Coral Gables, Florida 33134

#### ARTICLE X

##### RESTRICTION ON TRANSFER

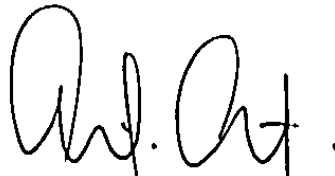
No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in the Limited Liability Company without the prior written consent of all other Members, except as provided in the Agreement of Operation of Marigold Watch, L.C. as it may be amended from time to 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 member has  
executed these Articles of Organization of Marigold Watch, L.C.  
this 28 day of August, 1995.

A handwritten signature in cursive script, appearing to read 'C. Martinez-Christensen', written in black ink.

CARLOS MARTINEZ-CHRISTENSEN, MEMBER

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE        )

BEFORE ME, personally appeared CARLOS MARTINEZ-CHRISTENSEN, to me personally known or who produced \_\_\_\_\_ as identification, and who did acknowledge to me that he executed the foregoing Articles of Organization of Marigold Watch, L.C., a Florida limited liability company, as his free act and deed.

WITNESS my hand and official seal this 28 day of August, 1995.



RICHARD LEVINE  
My Commission OC90041  
Expires Aug. 07, 1998  
Bonded by HAI  
800-422-1506

*R. C. Levine*  
Notary Public, State of Florida  
Print Name: Richard Levine

My Commission Expires: 8/7/98



AFFIDAVIT OF MEMBER

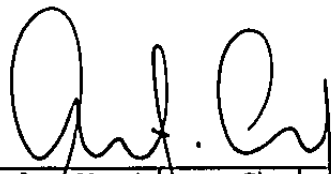
STATE OF FLORIDA     )  
                              )   ss:  
COUNTY OF DADE     )

The undersigned Affiant, being a Member of Marigold Watch, L.C., a Florida limited liability company ("Company"), hereby deposes and says:

1. Affiant is a Member of Company.
2. The Company has at least two members.
3. The actual amount of cash contributions made to date is 0.
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>
Jeffrey Golden	\$ 100,000.00
Carlos Martinez-Christensen	\$ 53,265.31
Martin J. Genauer, as Trustee	\$ 50,816.33

FURTHER AFFIANT SAYETH NAUGHT.


  
\_\_\_\_\_  
Carlos Martinez-Christensen, as  
Member of Marigold Watch, L.C.

STATE OF FLORIDA     )  
                              )   ss:  
COUNTY OF DADE     )

BEFORE ME, personally appeared CARLOS MARTINEZ-CHRISTENSEN, to me personally known or who produced \_\_\_\_\_ as identification, and who acknowledged to me that he executed the foregoing Affidavit on behalf of Marigold Watch, L.C., as his free act and deed on the 28 day of August, 1995.



RICHARD LEVINE  
My Commission 0088041  
Expires Aug. 07, 1998  
Bonded by HAI  
800-482-1555

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: Richard Levine

CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT

Marigold Watch, 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 Alhambra Registered Agents, Inc., located at 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, 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.

ALHAMBRA REGISTERED AGENTS, INC.

By: 

Martin J. Genauer, Vice President

E:\DATA\11-15-00\DOCS\ARTICLES.004

**FILED**  
95 AUG 29 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILE NOW: Fee after May 1, will be \$263.75**

RECEIVED  
FEB 14 1996

FILED IN 7:01

STATE  
FLORIDA

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra H. Montoya  
Secretary of State  
DIVISION OF CORPORATIONS

**FILING FEE**  
**\$ 238.75** Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
**Make Check Payable To: FLORIDA DEPARTMENT OF STATE**

**1. Name and Mailing Address of Limited Liability Company** **DOCUMENT #L95000000664**

MARIGOLD WATCH, L.C.  
%I.L. CORPORATION  
601 BRICKELL KEY DRIVE  
MIAMI FL 33131

**1a. Principal Place of Business Address**

%I.L. CORPORATION  
601 BRICKELL KEY DRIVE  
MIAMI FL 33131

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

<b>2. Principal Place of Business</b>		<b>2a. Mailing Address</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

<b>3. Date Organized or Qualified</b> 08/28/1995	<b>3a. State of Formation</b> FL
<b>4. FEI Number</b> 65-0605481	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>5. Date of Last Report</b>	<b>6. Certificate of Status Desired</b> <input type="checkbox"/> AS IN ADDITIONAL FEE REQUIRED

**7. Name and Address of Current Registered Agent**

ALHAMBRA REGISTERED AGENTS, INC.  
2 ALHAMBRA PLAZA  
SUITE 1202  
CORAL GABLES FL 33134

**8. Name and Address of New Registered Agent**

<b>Name</b>
<b>Street Address (P.O. Box Number is Not Acceptable)</b>
<b>Suite, Apt. #, etc.</b> 900001873328 -06/25/96--01002--014 ****263.75 ****263.75
<b>City</b> FL
<b>Zip Code</b>

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 or 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** \_\_\_\_\_ **DATE** \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GOLDEN, JEFFREY	169 ORANBURGH ROAD	OLD TAPPAN NJ
MGRM	MARTINEZ-CHRISTENSEN,	601 BRICKELL KEY DRIVE, SU	MIAMI FL
MGRM	GENAUER, MARTIN J	2 ALHAMBRA PLAZA, SUITE 12	CORAL GABLES FL

*Ad 6-11-96*

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further 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:** *[Signature]* **MARTINEZ-CHRISTENSEN CARLOS** 5/2/96 (301) 312-3269