

L95000000676

HAYS STREET
TALLAHASSEE, FL 32304
904-222-0771
904-222-0777 FAX



95 SEP -1 11:10:39
FILED

ACCOUNT NO. : 0721000000032

REFERENCE : 673317 86901D

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 337.50

ORDER DATE : September 1, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 673317

CUSTOMER NO: 86901D

CUSTOMER: Mr. Mario Kruze
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

300001575733

FILED
95 SEP -1 11:41:19

DOMESTIC FILING

NAME: STANLEY METAL ASSOCIATES, L.C.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

W95-17 659
2250, 611, 671

STAB
9/11/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1995

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: STANLEY METAL ASSOCIATES, L.C.
Ref. Number: W95000017659

We have received your document for STANLEY METAL ASSOCIATES, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 495A00040804

**ARTICLES OF ORGANIZATION
FOR
STANLEY METAL ASSOCIATES, L.C.
(A Florida Limited Liability Company)**

FILED
95 SEP -1 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the limited liability company is "Stanley Metal Associates, L.C." (the "Limited Liability Company").

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall expire on January 1, 2025.

ARTICLE III - Purpose:

The Limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 5100 Town Center Circle, Suite 425, Boca Raton, Florida 33486, Attention: Stanley T. Miller. The registered agent for the service of process and the registered office shall be The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301. The post office address within or without the State of Florida to which the registered agent shall mail a copy of any process against the Limited Liability Company served upon him or her is: Lowenthal, Landau, Fischer & Bring, P.C., 250 Park Avenue, New York, New York 10177, Attention: Robert E. Fischer, Esq.

ARTICLE V - Cash and Property Contributed:

1. The total amount of cash contributed by the members is \$100,000.
2. The agreed value of property other than cash contributed by the members is \$0-.
3. The total amount of cash or property anticipated to be contributed by the members is \$100,000.

ARTICLE VI - Management:


The Limited Liability Company is to be managed by a manager or managers and the names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are:

Mr. Stanley T. Miller
Stanley Metal Associates, L.C.
5100 Town Center Circle
Suite 425
Boca Raton, Florida 33486

Mrs. Vera Miller
Stanley Metal Associates, L.C.
5100 Town Center Circle
Suite 425
Boca Raton, Florida 33486

Mr. David Friedman
Stanley Metal Associates, L.C.
5100 Town Center Circle
Suite 425
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated hereinabove are true and has executed this instrument as of this 31st day of August, 1995.


Kenneth Veneziano, Authorized Signatory

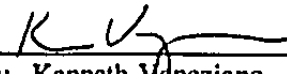
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
STANLEY METAL ASSOCIATES, L.C.
(A Florida Limited Liability Company)**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is "Stanley Metal Associates, L.C."
2. The name and address of the registered agent and office is:

The Prentice-Hall Corporation System, Inc.
1201 Hays Street
Tallahassee, FL 32301

STANLEY METAL ASSOCIATES, L.C.

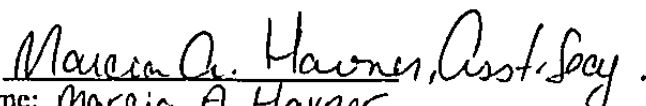
By: 
Name: Kenneth Veneziano,
Authorized Signatory

FILED
SEP 1 1995
TALLAHASSEE, FL

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.

THE PRENTICE-HALL CORPORATION
SYSTEM, INC.

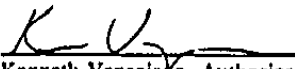
Dated: August 31, 1995

By: 
Name: Marcia A. Havner
Title: Assistant Secretary

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR
STANLEY METAL ASSOCIATES, L.C.
(A Florida Limited Liability Company)

The undersigned, an authorized signatory of Stanley Metal Associates, L.C., a Florida limited liability company, deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the members is \$100,000.
3. the agreed value of property other than cash contributed by the members is \$-0-.
4. the total amount of cash or property anticipated to be contributed by the members is \$100,000.



Kenneth Venezia, Authorized Signatory
(In accordance with the Florida Statutes, the execution of
this affidavit constitutes an affirmation under the penalties
of perjury that the facts stated herein are true).

Stanley Metal Corporation
5100 Town Center Circle
Suite 425
Boca Raton, FL 33486

August 31, 1995

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

Re: Stanley Metal Associates, L.C.

Dear Sir/Madam:

The undersigned hereby consents to the formation of Stanley Metal Associates,
L.C. as a Florida limited liability company.


STANLEY METAL CORPORATION

By: 

Name: David Friedman

Title: Vice President

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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham 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 # L95000000676 STANLEY METAL ASSOCIATES, L.C. 5100 TOWN CENTER CIRCLE, STE. 425 BOCA RATON FL 33486		1a. Principal Place of Business Address 5100 TOWN CENTER CIRCLE, STE. BOCA RATON FL 33486	
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a</small>			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Organized or Qualified 09/01/1995		3a. State of Formation FL	
4. FET Number 65-0612361		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
300001749322 03/19/96 01006 011 ***238.75 ***238.75 FL			
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 _____	
<small>(By) Current Agent Accepting Appointment (By) New Registered Agent Signature required when re-registering</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MILLER, STANLEY T	5100 TOWN CENTER CIRCLE, S	BOCA RATON FL 33486
MGR	MILLER, VERA	5100 TOWN CENTER CIRCLE, S	BOCA RATON FL 33486
MGR	FRIEDMAN, DAVID	5100 TOWN CENTER CIRCLE, S	BOCA RATON FL 33486
MGR	WEINER, STEWART	5100 TOWN CENTER CIRCLE,	BOCA RATON FL 33486
3/11/96			
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: <i>David E. Friedman</i>		3/7/96	