# L95000000854

BRENNAN, HAYSKAR, JEFFERSON, GORMAN, WALKER & SCHWERER, P.A.

JOHN T. BRENNAN
THAD H. CARLTON (1906-1963)
GARRISON H. DUNDAS
WILLIAM F. GALLESE
ROBERT J. GORMAN
STEPHEN G. HAYSHAR
BRADFORD L. JEFFERSON
ROBERT V SCHWERER
JAMES T. WALKER

5:5-519 BOUTH INDIAN RIVER DRIVE FORT PIERCE, FLORIDA 34980 POST OFFICE BOX 3779 FORT PIERCE, FLORIDA 34946-3779 TELEPHONE (407) 461-2310 FAX (407) 468-6580

October 30, 1995

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32314

900001631009 -11/07/95--01072--004 \*\*\*\*337.50 \*\*\*\*337.50

RE: PLASTICOS DE LAS AMERICAS, L.C.

Enclosed herewith please find the original Articles of Organization for the above-referenced limited liability company. You will also find this firm's check in the amount of \$337.50 which sum represents your filing fee and costs for a certified copy.

After filing, please return the certified copy to the undersigned.

Thank you!

Very truly yours,

Robert V. Schwerer

RVS: jas Enclosures

T REGISTER NOV 8 1995

FILED

#### ARTICLES OF ORGANIZATION

95 NOY -6 PM 12: 55

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

PLASTICOS DE LAS AMERICAS, L.C.

The undersigned hereby enter into these Articles of Organization of a Limited Liability Company, by and between PRESCOTT DIVISION OF COASTCOM CORPORATION, a Florida corporation, and BILL COMMUNICATIONS, INC., a New York Corporation, and CC INTERNATIONAL PUBLISHING, INC., a Florida corporation, and pursuant to Chapter 608, Florida Statues, hereby organize PLASTICOS DE LAS AMERICAS, L.C. and further agree:

#### ARTICLE I

The name of the Limited Liability Company is PLASTICOS DE LAS AMERICAS, L.C.

#### ARTICLE II

The period of its duration shall be for fifty (50) years from the date of filing of these Articles of Organization with the Florida Department of State, subject to disassociation and termination events.

#### ARTICLE III

The Limited Liability Company is organized for the purposes as follows:

- (a) To organize, plan, create, advertise, promote, and conduct industry trade shows, conventions, seminars, educational functions for various industries and geographic regions including, but not limited to, the plastics industry;
- (b) To perform fully any agreement with any member of the Limited Liability Company;

(c) To have all of the powers of Limited Liability
Companies generally organized and existing under Chapter 608, Florida
Statutes or such powers as shall hereafter be conferred upon such
companies by the laws of the State of Florida.

#### ARTICLE IV

The Limited Liability Company shall have its principal place of business at 1680 S W Bayshore Boulevard, Port St. Lucie, Florida; and its registered office shall be 1680 S W Bayshore Boulevard, Port St. Lucie, Florida. Its initial registered agent shall be Robert Schweiger, 1680 S W Bayshore Boulevard, Port St. Lucie, Florida.

#### ARTICLE V

Additional Members may be admitted upon such terms, conditions, agreements, and understandings as shall be agreed upon by the members including contributions to capital and future contributions of capital. No new Member, whether by acquisition of a capital position or acquisition in whole or in part of another Member's interest in the Company, shall be allowed, except upon the mutual consent and agreement of each Member to the proposed transfer or assignment or entry which consent shall be in writing, to vote on any matters, provided, however, that irrespective of the lack of such unanimous written consent, such transferee may, without having any participation or right of participation in the management and affairs of the Company or to become a Member, shall be entitled to the share of profits or other income or return of contributions to which such person would otherwise be entitled based upon the proportionate share of capital held by such person.

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member (disassociation event) the Company shall dissolve, unless within thirty (30) days of the date of such event a majority in interest of the remaining Members shall consent, in writing, to the continuation of the Limited Liability Company.

#### ARTICLE VI

The Company shall be managed by manager representatives selected by each one of the entities which is a Member hereof and each of whom shall continue in his capacity following his appointment until he shall be replaced by a new designee in accordance with the Operating Agreement and regulations of the Limited Liability Company as such successors are duly elected and qualified and assume their duties. The initial managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified are: ROBERT BIRKFELD, c/o PRESCOTT DIVISION OF COASTCOM CORPORATION, 1680 S W Bayshore Boulevard, Port St. Lucie, Florida; ROBERT SCHWEIGER, c/o CC INTERNATIONAL PUBLISHING, INC., 1680 S W Bayshore Boulevard, Port St. Lucie, Florida; GARY REKSTAD, c/o BILL COMMUNICATIONS, INC., 355 Park Avenue South, New York City, N Y 10010.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 6TH day of September, 1995.

(Corporate Seal)

PRESCOTT DIVISION

COASTCOM CORPORATION

ROBERT BIRKFELD, President

Corporate Seal)

BILL COMMUNICATIONS, INC.

OHN WICKERSHAM, President

(Corporate Seal)

CC INTERNATIONAL PUBLISHING, INC.

ROBERT SCHWEIGER, President

? FLORIDA 7 ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared ROBERT BIRKFELD, President of COASTCOM CORPORATION, who is personally known to me or has produced N/A and who did/ Not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this <a>37</a> \_ day of September, 1995.

OCIA C. MA Commission Expires: #CC 350221

STATE OF FLORIDA COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared ROBERT SCHWEIGER, President of CC INTERNATIONAL PUBLISHING, INC., who is personally known to me or has produced NA did/ not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official same in the County and State last aforesaid this day day to the bent 1995.

Pu対取c fon Expires:

STATE OF NEW YORK COUNTY OF NEW YORK

BEFORE ME, the undersigned authority, personally appeared JOHN WICKERSHAM, President of BILL COMMUNICATIONS, INC., who is personally known to me or has produced and who \_\_\_\_ did/\_\_ \_\_\_ not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 29 \_ day of/peptember,

> JOSEPH J. FUREY Notary Public, State of New York No. 31-4603027 Qualified in New York County Certified in Ons., Nassau, Suif. Co. Commission Expires March 30, 1997

Notary Public Commission/Expires:

#### LICENSE TO USE FICTITIOUS NAME

THE UNDERSIGNED, being the owner and holder of a registered Fictitious Name in the State of Florida, Registration No. G95142000192 PLASTICOS DE LAS AMERICAS, does hereby grant unto, PLASTICOS DE LAS AMERICAS, L. C., a Florida Limited Liability .Company, Licensee, the license and right to utilize said fictitious name in its name, promotions, trade shows, literature, correspondence, letterhead, advertising, business cards, and otherwise for a maximum period of fifty (50) years from the date hereof and which license and right shall be annually renewable, provided that Licensee shall promote, plan, organize, and conduct one trade show at least every two years, and which right shall be automatic, unless a trade show not be held at least every two years, the undersigned delivers written notice of termination and revocation of this license upon the Registered Agent of PLASTICOS DE LAS AMERICAS, L. C., and in which event, said license and right shall immediately terminate, unless there shall at that time be planned, a trade show to be conducted and hosted by PLASTICOS DE LAS AMERICAS, L. C., within ninety (90) days of the date of such notice.

DATED this 27 m day of September, 1995

ATTEST:

COASTCOM CORPORATION

CYNTHIA SCHWEIGER, Secretary

ROBERT BIRKFELD, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF ST. LUCIE

ROBERT BIRKFELD and CYNTHIA SCHWEIGER, President and Secretary, respectively, of COASTCOM CORPORATION, who are personally known to me or have produced A and who did/not take an oath, and who subscribed the above Articles of Organization, and who did freely and voluntarily acknowledge before me, according to law, that they made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 20 day of September, 1995.

(Seal)

Notary Public

My Commission tes:

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### AFPIDAVIT PURSUANT TO F.S. 608.407(2) FOR PLASTICOS DE LAS AMERICAS, L. C.

The undersigned, ROBERT SCHWEIGER, President of CC INTERNATIONAL PUBLISHING, INC., a Florida corporation, and a member of PLASTICOS DE LAS AMERICAS, L. C., upon duly sworn, does state:

- 1. PLASTICOS DE LAS AMERICAS, L. C. has at least two members.
- 2. The members of said Limited Liability Company will contribute sums of money to the Limited Liability Company as follows:

PRESCOTT DIVISION OF COASTCOM CORPORATION \$11,250.00

BILL COMMUNICATIONS, INC.

\$18,750.00

CC INTERNATIONAL PUBLISHING, INC.

\$15,000.00

TOTAL:

FURTHER AFFIANT SAYETH NAUGHT.

**SCHWEIGER** 

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared ROBERT SCHWEIGER, who is personally known to me or has produced NA and who who did/ not take an oath, and who subscribed the above Articles of Ozganization, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this  $\frac{27^{a_y}}{}$  day of September, 1995.

(Seal)

Expires:

### ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having named as the Registered Agent for PLASTICOS DE LAS AMERICAS, L. C., and as such agent to accept service of process of such Limited Liability Company, at the place designated in Article IV, and states that he is familiar with and hereby accepts the obligations of that position and to comply with the provisions of Chapter 608 of the Florida Statues pertaining to the same.

ROBERT SCHWEIGER

Date: September 6, 1995



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

INHSE10 R(12-95)

LIMI	TED LIABIL ANNUAL I 199	ITY COMPANY REPORT 96		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS			FILED			
FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee \$ 238.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE							96 MAR -4 PM 2: 54			
1 Name and Mailing Address 1 Limited Liability Company 1 Name and Mailing Address 2 DOCUMENT #L95000000854							SECRETARY OF STATE TALLAHASSEE. FLORIDA			
PLASTICOS DE LAS AMERICAS, L.C. 1680 SW BAYSHORE BLVD PORT ST LUCIE FL							1680 SW BAYSHORE BLVD PORT ST LUCIE FL			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a  2 Principal Place of Business  2a Mailing Address										
Za. M.				iling Address			3. Date Organized or Qualified 3a. State of Formation			
Suite, Apt. W. etc. Suit				e, Apt. #, etc.			11/06/1995 FL			
City & State				& State			Applied For			
			Only to State				05-0618566			Not Applicable
Zip •		Country	Zip		Count	ry	5. Date of Last	Report		ate of Status Desired
	7. Name	and Address of Current	<u>i</u> Registered	l Agent	<u> </u>		B. Name and Ad	drage of New Re		
Street Address (9.0. Box Number is Not Acceptable)  Street Address (9.0. Box Number is Not Acceptable)  Suite, Apt #, etc  City  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 as registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. Thereby accept the app.  SIGNATURE  DATE										***** <u>*256.75</u>
10. Tille	Mar	(Registered Agent Accepting A naging Members/Managers	NOTE Registered Agent signature included when remntating?  Business Street Address							
GR GR GR EM EM	BIRKFEL SCHWEIG REKSTAD PRESCOT	\$1680 SW \$55 PAR: 1680 SW 355 PARI	W BA W BA K AV BAY K AV	AYSHORE B AYSHORE B YENUE SOU' SHORE BL' YENUE SOU' SHORE BL'	LVD TH VD TH	PORT ST LUCIE FL PORT ST LUCIE FL NEW YORK CITY NY PORT ST LUCIE FL NEW YORK CITY NY PORT ST LUCIE FL NEW YORK CITY NY PORT ST LUCIE FL				
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