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3/14/96 11:54 AM  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: CORPORATE CREATIONS INTERNATIONAL IN  
401 OCEAN DR  
SUITE 312  
MIAMI BEACH FL 33139-0000  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305) 672-0686  
FAX: (305) 672-9110  
DOCUMENT TYPE: LIMITED LIABILITY COMPANY  
NAME: TELE-OPTICS, L.C.  
FAX AUDIT NUMBER: H96000003637  
DATE REQUESTED: 03/14/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$285.00  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:54:10  
CERTIFICATE OF STATUS: 0  
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ACCOUNT NUMBER: 073171003004  
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EFFECTIVE DATE  
*3-14-96*

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96 MAR 15 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10:11:13 3/15/96  
GEM: 000

# Articles of Organization of Tele-Optics, L.C.

## Article I. Name

The name of this Florida limited liability company is:

Tele-Optics, L.C.

RECEIVED DATE  
3-14-96

## Article II. Duration

The Company shall be dissolved on the earlier of 30 years from the date these Articles of Organization are filed with the Florida Department of State or on the occurrence of any of the events set forth in Section 608.441, Florida Statutes, unless the Company is continued by the consent of all the remaining members.

## Article III. Address

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

Tele-Optics, L.C.  
Daves, Whalen, McHale & Considine, L.C.  
301 Clematis Street, Suite 200  
West Palm Beach, FL 33401

## Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Timothy L. Whalen  
Daves, Whalen, McHale & Considine, L.C.  
301 Clematis Street, Suite 200  
West Palm Beach, FL 33401

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96 MAR 15 PM 3:18  
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TALLAHASSEE, FLORIDA

## Article V. Profits and Losses; Additional Members

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. Additional members to the Company may be admitted only if all the members agree to the admission of the additional members and to the terms of admission.

## Article VI. Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt, is dissolved, or on the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be

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continued only if all the remaining members consent to the continuation.

**Article VII. Transferability of Member's Interest**

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**Article VIII. Managing Members**

The management of the Company is reserved to the members. The name and address of each managing member is:

Raymond Watts  
Daves, Whalen, McHale & Considine, L.C.  
301 Clematis Street, Suite 200  
West Palm Beach, FL 33401

James Croley  
Daves, Whalen, McHale & Considine, L.C.  
301 Clematis Street, Suite 200  
West Palm Beach, FL 33401


**Article IX. Membership Certificate**

A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

**Article X. Company Existence**

The Company's existence shall begin effective as of March 14, 1996.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Raymond Watts, Member  
by Joseph P. Mata as attorney-in-fact

Date: March 14, 1996

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## Affidavit of Capital Contributions

**LIMITED LIABILITY COMPANY:**  
Tele-Optics, L.C.

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.  
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
\_\_\_\_\_  
Raymond Watts, Member  
by Joseph P. Mata as attorney-in-fact

Date: March 14, 1996

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**Certificate of Designation  
Registered Agent/Registered Office**

**LIMITED LIABILITY COMPANY:**  
Tele-Optics, L.C.

**REGISTERED AGENT:**  
Timothy L. Whalen  
Daves, Whalen, McHale & Considine, L.C.  
301 Clematis Street, Suite 200  
West Palm Beach, FL 33401

I agree to act as registered agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

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MAR 15 PM 3:12  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Timothy L. Whalen  
By: Joseph P. Mata

Date: March 14, 1996

Corporate Creations International Inc.  
401 Ocean Drive  
Miami Beach, FL 33139  
(305) 672-0688

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12/30/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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3:47 PM

((H96000018172 2))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: TELE-OPTICS, L.C.  
AUDIT NUMBER.....H96000018172  
DOC TYPE.....DISSOLUTION  
CERT. OF STATUS..0  
CERT. COPIES.....0  
PAGES..... 2  
DEL.METHOD.. FAX  
EST.CHARGE.. ~~400.00~~ 52.50

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96 DEC 31 AM 10:30

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14-022-3708

12/31/96 00:10 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 31, 1996

TELE-OPTICS, L.C.  
301 CLEMATIS STREET  
SUITE 200  
W PALM, BEACH, FL 33401

SUBJECT: TELE-OPTICS, L.C.  
REF: L96000000299

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Please list the name of the individual who prepared the document. If this person is an attorney, you will need to list their Florida Bar number.

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) 487-6908.

Steven Harris  
Corporate Specialist

FAX Aud. #: 896000018172  
Letter Number: 396200037780

*Thanks. Steve.*

*Luiz*

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FLORIDA DEPARTMENT OF STATE

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**ARTICLES OF DISSOLUTION  
OF  
TELE-OPTICS, L.C.**

Pursuant to Florida Statute section 608.445, the Members of TELE-OPTICS, L.C. (the "Company") hereby submit these Articles of Dissolution to the Florida Secretary of State for the purpose of dissolving the Company.

1. The name of the Company is TELE-OPTICS, L.C.
2. The effective date of the Company's dissolution is December 28, 1996.
3. Pursuant to Florida Statute section 608.441(d), the Company is dissolved due to it having fewer than two members.
4. All debts of the Company have been paid or discharged.
5. The net assets of the Company have been distributed to the Company's sole member.
6. There are no suits pending against the Company in any court.
7. These Articles of Dissolution will be effective upon the date of filing with the Florida Secretary of State.

Under penalties of perjury, I declare that I have read the foregoing and the facts contained herein are true, to the best of my knowledge and belief.

DATED: December 28, 1996

TELE-OPTICS, L.C.

By: 

Raymond C. Watts, President of  
VCOM Distribution, Inc., Member

FILED  
96 DEC 31 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VCOM-Tele-Optics Dissolution/12/4/96  
Richard B. Comiter FL Bar Member 330027  
August Comiter Kulunas & Schepps, P.A.  
One Clearlake Centre  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401  
561-835-9600

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