

W96000000402

MARONE, MESSINA & SEIFEL, P. C.
COUNSELORS AT LAW
10 MELROSE DRIVE
FARMINGTON, CONNECTICUT 06032-2248

PHONE 867-2007
FAX 867-2945

RICHARD A. MARONE
NATALE A. MESSINA
DONALD R. SEIFEL, JR.
BRANDON W. BUCKINGHAM
KIMBERLY A. STEINBERG

April 2, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001768367
-04/03/96--01093--001
***346.25 ***346.25

Re: Filings for Koops Holdings, L.C.

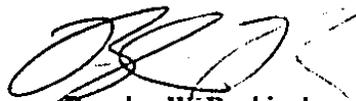
To Whom It May Concern:

Enclosed please find the following for filing:

1. A check made out to the Department of State for \$346.25 as payment for the filing fee, registered agent, designation, certified copy and certificate.
2. Transmittal letter.
3. Articles of Organization.
4. Certificate of Designation of Registered Agent/Registered Office.
5. Affidavit of Membership and Contributions.

Would you kindly file the above and send a certified copy and a certificate of status to the undersigned. Thank you for your anticipated cooperation.

Very truly yours,


Brandon W. Buckingham

BWB/mlo
Enclosure

Dmc
4/9/96

FILED
96 APR -4 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

SUBJECT: Koops Holdings, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for :

\$285.00
Filing Fee
& Registered
Agent designation

\$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

\$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

\$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: Herbert J. Koops
Name (Printed or typed)

39 Chippechaug Trail, Mason Island
Address

Mystic, CT 06355
City, State & Zip

(860) 224-2631
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

FILED

96 APR -4 PM 3: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is: Koops Holdings, L.C.

ARTICLE II - Address:

The street address of the principal office of the Limited Liability Company is: Long Beach Estates, Section b, Lot #23, Long Beach Drive, Big Pine Key, Florida 33043. The mailing address of the principal office of the Limited Liability Company is: 39 Chippechaug Trail, Mason Island, Mystic, Connecticut 06355.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: from April 1, 1996 to April 1, 2046.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Herbert J. Koops
39 Chippechaug Trail
Mason Island
Mystic, CT 06355

ARTICLE V - Admission of Additional Members:

From the date of the formation of the company, any person acceptable to all Members by their written consent may become a Member in the Company either by issuance by the Company of Membership Interests for such consideration as all Members by their written consent shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the request of the remaining Members that the transferring Member and the third party purchaser, donee or successor-in-interest, as the case may be, execute, acknowledge and deliver to the remaining Members such instruments of transfer, assignment and assumption and such other certificates, representations and documents, and perform all such other acts which the

- (a) constitute such third party, as a Member, donee or successor-in-interest as such;
- (b) confirm that the person desiring to acquire an interest or interests in the Company, or to be admitted as a Member, has accepted, assumed and agreed to be subject and bound by all of the terms, obligations and conditions of the Operating Agreement, as the same may have been further amended;
- (c) preserve the Company after the completion of such sale, transfer, assignment or substitution under the laws of each jurisdiction in which the Company is qualified, organized or does business;
- (d) maintain the status of the Company as a partnership for federal income tax purposes; and
- (e) assure compliance with any applicable state and federal laws including securities laws and regulations.

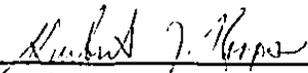
Any transfer of a membership interest, or any portion thereof, which is not made in strict accordance with the terms and conditions herein shall be null and void and of no legal effect whatsoever.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the limited liability company may continue the business after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company if there are at least two (2) remaining members and the business of the Company is continued by the written consent of the remaining members holding a majority interest within 90 days after the event of dissociation.

I declare, under penalties of false statement, that the statements made in this certificate are true.

Dated 3/27/96.



Herbert J. Koops
Person forming the Limited Liability
Company

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 APR -4 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

Koops Holdings, L.C.

2. The name and address of the registered agent and office is:

Robert Koops

(Name)

13579 Andover Road DR.

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Largo, Florida 34644

(City/State/Zip)

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.

Robert Koops
(Signature)

3-22-96
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

