

L96000000489
**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

RECEIVED
FEB 23 2006
4:44 PM '06

SUBJECT: MERLEX GROUP COMMUNICATIONS, 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: GEORGE W MERNER
Name (Printed or typed)

1040 BAYVIEW DRIVE STE 317
Address

FORT LAUDERDALE FL 33304
City, State & Zip

(954)630.9111
Daytime Telephone number

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

95 APR 29 PM 9:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
MERLEX GROUP COMMUNICATIONS, L.C.**

ARTICLE I - Name:

The name of the Limited Liability Company is: MERLEX GROUP COMMUNICATIONS, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
1040 Bayview Drive, Suite 317, Fort Lauderdale, Florida 33304.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: 30 years from the date that the articles of organization are filed with Secretary of State for the State of Florida.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is: George W. Merner, 1040 Bayview Drive, Suite 317, Fort Lauderdale, Florida 33304.

ARTICLE V - Admission of Additional Members:

The right of the remaining members to admit additional members and the terms and conditions of the admission shall be:

(a) All Members must consent to such admission, which consent may be given or withheld in the sole and absolute discretion of the Members;

(b) The Units with respect to which the transferee is being admitted was acquired by means of a Permitted Transfer, as defined in the Operating Agreement;

(c) The transferee of Units (other than, with respect to clauses (i) and (ii) below, a transferee that was a Member prior to the Transfer) shall, by written instrument in form and substance reasonably satisfactory to the Management Committee (and, in the case of clause (iii) below, the transferor Member), (i) make representations and warranties to each nontransferring Member, as may be required in the Operating Agreement, (ii) accept and adopt the terms and provisions of the Operating Agreement, and (iii) assume the obligations of the transferor Member under the Operating Agreement with respect to the transferred Units. The transferor Member shall be released from all such assumed obligations except (x) those obligations or liabilities of the transferor Member arising out of a breach of this Agreement, (y) in the case of a Transfer to any Person other than a Member or any of its Controlled Affiliates, those obligations or liabilities of the transferor Member based on events occurring, arising or maturing prior to the date of Transfer, and (z) in the case of a Transfer to any of its Controlled Affiliates, any Capital Contribution or other financing obligation of the transferor Member under this Agreement;

(d) The transferee pays or reimburses the Company for all reasonable legal, filing, and publication costs that the Company incurs in connection with the admission of the transferee as a

Member with respect to the Transferred Units; and

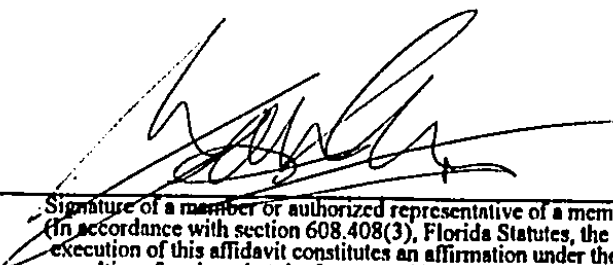
(c) Except in the case of a Transfer involuntarily by operation of law, if required by the Management Committee, the transferee (other than a transferee that was a Member prior to the Transfer) shall deliver to the Company evidence of the authority of such Person to become a Member and to be bound by all of the terms and conditions of this Agreement, and the transferee and transferor shall each execute and deliver such other instruments as the Management Committee reasonably deems necessary or appropriate to effect, and as a condition to, such Transfer, including amendments to the Certificate or any other instrument filed with the Department of State or any other state or governmental authority.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

MERLEX GROUP COMMUNICATIONS, L.C. _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 200 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 .
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0 .
- 5) the total amount of 2, 3, and 4 is \$ 200 .



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

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

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:

MERLEX GROUP COMMUNICATIONS, L.C.

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

CLINTON M TARKOE

(Name)

1040 BAYVIEW DRIVE SUITE 424

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

FORT LAUDERDALE FL 33304

(City/State/Zip)

FILED
SEP 29 PM 9:21
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FLORIDA

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.



(Signature)

9/25/86

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent