

800 342 8086

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-224-9175
904-224-0391 FAX

800-242-8086

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networks

PHILIPPO
LEAL & ASSOC.

PRINCIPAL ACCOUNT NO. : 072100000032

REFERENCE : 997823 7111774

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 24, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 997823

CUSTOMER NO: 7111774

CUSTOMER: Mr. John G. Siracusa
CHASON DEVELOPMENT

105 Kenville Road

Buffalo, NY 14215-2411

65 JUN 24 PM 2:16

UNITED STATES
DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

700001881457
-07/02/96--01075--007
***346.25 ***346.25

DOMESTIC FILING

NAME: TELEPHONETICS OVERSEAS, L.C.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX_____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 XXX_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

SYSTEM OF CONDUITS

95 JUN 24 AM 11:10

330

10
01/04/94

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 24 PM 2:16

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

SUBJECT: TELEPHONETICS OVERSEAS, 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: John G. Siracusa, Esq.
Name (Printed or typed)

105 Kenville Road
Address

Buffalo, NY 14215-2411
City, State & Zip

(716) 833-1000
Daytime Telephone number

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

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
TELEPHONETICS OVERSEAS, L.C.**

The undersigned organizer hereby establishes 'Telephonetics Overseas, L.C. as a Limited Liability Company pursuant to Florida Limited Liability Company Act, Fla. Stat ch 608.401 et seq.

ARTICLE I - Name:

The name of the Limited Liability Company shall be Telephonetics Overseas, L.C.

ARTICLE II - Address:

The mailing address and principal office of Telephonetics Overseas, L.C. is 4330 NW 207th Street, Suite 101, Miami, Florida 33055.

ARTICLE III - Duration:

The existence of this Limited Liability Company shall take effect upon the issuance of a certificate of organization by the Florida Department of State and expire twenty (20) years from that date unless terminated sooner by a vote of a majority of its members.

ARTICLE IV - Management:

This Limited Liability Company is to be managed by a manager whose name and address is as follows:

Mark Chason, 105 Kenville Rd. Buffalo, New York 14215;

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted upon the unanimous written agreement of the Initial Members. Unless otherwise agreed to by the Initial Members, such members shall acquire not more than a total of 30 percent of the membership interest in the Company.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall be:

The Company shall not be dissolved and the business of the Company shall not be required to be wound up if there are at least two Members vote to continue the existence and business of the Company; provided, however, that such consent is obtained no later than ninety (90) days after the occurrence of any such Continuation Event.

ARTICLE VII - EFFECTIVE DATE:

These Articles of Organization will become effective upon acceptance thereof by the Department of State Division of Corporations.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

TELEPHONETICS OVERSEAS, 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 \$ 10,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 110,000 .
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 \$ 00 .
- 5) the total amount of 2, 3, and 4 is \$ 120,000 .

John H. S. S. S.

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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


Property Description

1. Telephonetics Overseas, L.C. (the "Company") will be capitalized in two ways.
2. First, certain Members have made loans available to the Company in the potential aggregate of three hundred thousand (\$300,000.) dollars. It is unclear at this time how much of this amount will ultimately be used. Therefore we have valued the access to these funds for capitalization purposes at fifty thousand (\$50,000.) dollars.
3. Second, certain Members have contributed an exclusive distribution and licencing agreement with a major manufacturer of telephone on-hold media and applicable hardware to market its products worldwide. We have valued this distribution and licencing agreement for capitalization purposes at sixty thousand (\$60,000.) dollars.

STATE OF NEW YORK
COUNTY OF ERIE

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, JOHN G. SIRACUSA, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a Member of Telephonetics Overseas, L.C., the within named bargainor, a Limited Liability Company, and he as such Member, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Limited Liability Company by himself as such Member.

WITNESS MY HAND and official seal at my office this 21st day of June, 1996.


Notary Public

My commission expires: 7/10/96

NANCY S. WHELAN
Notary Public, State of New York
No. 4971742
Qualified in Erie County
Commission Expires Sept. 10, 1996.

**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:

TELEPHONETICS OVERSEAS, L.C.

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

John G. Siracusa

(Name)

4330 NW 207th Street, Suite 101

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

Miami, Florida 33055

This office is located in Dade County, Florida.

(City/State/Zip)

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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.

John D Siracusa
(Signature)


6-21-96
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW YORK
COUNTY OF ERIE

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, JOHN G. SIRACUSA, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Registered Agent for Telephonetics Overseas, L.C., the within named bargainor, a Limited Liability Company, and he as such Registered Agent, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Limited Liability Company by himself as such Registered Agent.

WITNESS MY HAND and official seal at my office this 21st day of June, 1996.


Notary Public

My commission expires: 7/10/96

NANCY S. WHELAN
Notary Public, State of New York
No. 4971742
Qualified in Erie County
Commission Expires Sept. 10, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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