

# L970000000002

## MEMORANDUM

to: Florida Secretary of State  
from: Jim Patton  
subject: Filing for Limited Liability Corporation  
date: December 24, 1996

Enclosed please find the original Articles of Organization, Certificate of Designation of Registered Agent, and Affidavit of Membership and Contributions for the filing of a limited liability corporation, Market Compliance Services, L.C.. Attached you will also find a copy of a letter from the Secretary of State reserving the corporate name. Enclosed please also find a check drawn in the amount of \$337.50 to cover the cost of the filing fee, agent designation and a certified copy to be returned to the following address: James W. Patton, Market Compliance Services, 2875 NE 191st St, Suite 900, North Miami Beach, FL 33180. Should you have any questions please contact me at (305) 937-4013.

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

December 17, 1996

**JIM PATTON**  
**2875 N.E. 191 ST.**  
**SUITE 901**  
**N. MIAMI BEACH, FL 33180**

The name **MARKET COMPLIANCE SERVICES, INC.** has been reserved for 120 days beginning December 17, 1996. The reservation number is R96000005927 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 196A00056095

**Articles of Organization  
of  
Market Compliance Services, L.C.**

**FILED**

**96 DEC 27 AM 10:45**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Market Compliance Services, L.C. ("Company"). The principal place of business of the Company in Florida shall be 2875 NE 191st St., Suite 900, North Miami Beach, FL 33180-2894.

**ARTICLE II - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual.

**ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to provide consulting and regulatory compliance services for the exchange markets and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is James W. Patton, Market Compliance Services, L.C., 2875 NE 191st St., Suite 900, North Miami Beach, FL 33180-2894.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Andrew N. Stern	services rendered and/or obligation to perform services
C. Robert Saathoff	services rendered and/or obligation to perform services
James W. Patton	services rendered and/or obligation to perform services

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members, or, in lieu thereof, only upon the unanimous consent of all the members .

#### ARTICLE VII - ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII - TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

#### ARTICLE IX - MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

##### NAME

##### ADDRESS

Andrew N. Stern	3120 NE 165th St., North Miami Beach, FL 33160
C. Robert Saathoff	1900 SE 19th St., Pompano Beach, FL 33062
James W. Patton	721 Navarre Ave., Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at North Miami Beach, Florida, for the foregoing uses and purposes this

23 day of December, 1996.

Andrew N. Stern

Andrew N. Stern

C. Robert Saathoff

C. Robert Saathoff

James W. Patton

James W. Patton

STATE OF FLORIDA)  
COUNTY OF DADE )


The foregoing instrument was acknowledged before me this 24 day of DEC,  
1996, by Andrew N. Stern who is personally known to me or who has produced  
NOT NEEDED as identification and who did take an oath.

John Ciaramella

NOTARY PUBLIC

Print: JOHN CIARAMELLA

MY COMMISSION EXPIRES: 5/29/98

 JOHN T. CIARAMELLA  
Notary Public, State of Florida  
My Comm. Exp. 5/29/98  
CC 467842/BONDED

STATE OF FLORIDA)  
COUNTY OF DADE )


The foregoing instrument was acknowledged before me this 24 day of DEC,  
1996, by C. Robert Saathoff, who is personally known to me or who has produced  
NOT NEEDED as identification and who did take an oath.

John Ciaramella

NOTARY PUBLIC

Print: JOHN CIARAMELLA

MY COMMISSION EXPIRES: 5/29/98

 JOHN T. CIARAMELLA  
Notary Public, State of Florida  
My Comm. Exp. 5/29/98  
CC 467842/BONDED


STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 24 day of Dec,  
1996, by James W. Patton, who is personally known to me or who has produced  
NOT NEEDED as identification and who did take an oath.

John Ciaramella  
NOTARY PUBLIC

Print: John Ciaramella

MY COMMISSION EXPIRES: 5/29/99

 JOHN T. CIARAMELLA  
Notary Public, State of Florida  
My Comm. Exp. 5/29/99  
CC 467942/BONDED

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#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Market  
Compliance Services, L.C., as the registered agent of this limited liability company, hereby  
consents to his appointment as registered agent of the Company.

James W. Patton  
James W. Patton, Member and Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
MARKET COMPLIANCE SERVICES, L.C.**

The undersigned member or authorized representative of a member of Market Compliance Services, 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 members is \$0.00.
- 3) If any, the agreed value of property and/or services rendered or to be rendered other than cash contributed by members is \$500. A description of the property or services rendered or to be rendered other than cash contributed appears below and is made a part hereto:

The agreed value of services rendered by Andrew N. Stern is \$200.00.  
The agreed value of services rendered by C. Robert Saathoff is \$200.00.  
The agreed value of services rendered by James W. Patton is \$100.00.

- 4) The total amount of cash or property anticipated to be contributed by members is \$1000.00. This total includes amounts from 2 and 3 above.

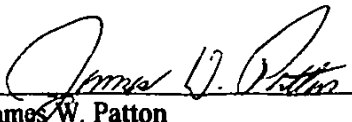
  
\_\_\_\_\_  
Signature of Member

**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 Market Compliance Services, L.C.
2. The name and address of the registered agent and office is James W. Patton, Market Compliance Services, L.C., 2875 NE 191st St., North Miami Beach, FL 33180-2894.

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.

  
James W. Patton

  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA