

**MCCLURE & WEATHERBY, LLC**

COUNSELLORS AT LAW

HENRY C WEATHERBY  
ALSO ADMITTED IN NEW JERSEY AND OHIO

34 JEROME AVENUE, SUITE 310  
BLOOMFIELD, CONNECTICUT 06002  
FACSIMILE: (860) 769-6942  
TELEPHONE: (860) 769-6938

January 13, 1997

Secretary of State  
Division of Corporations  
P.O. Box 627  
Tallahassee, Florida 32302

**197000000077**

Re: Formation of Roth Brothers Investment Services, L.C.

Dear Sir or Madam:

Enclosed are the following documents:

Articles of Organization  
Affidavit of Membership and Contributions  
Certificate of Designation of Registered Agent/Registered Office

In addition, \$337.50 is enclosed for the creation of this new limited liability company and for certified copies.  
The certified copies can be sent to:

Henry C Weatherby  
MCCLURE & WEATHERBY, LLC  
34 Jerome Avenue, Suite 310  
Bloomfield, Connecticut 06002

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-01/16/97--01066--001  
\*\*\*\*337.50 \*\*\*\*337.50

FILED  
97 JAN 16 PM 12:15  
TALLAHASSEE, FLORIDA

If there are any questions about this filing, please contact me at (860) 769-6938.

Very truly yours,  
MCCLURE & WEATHERBY, LLC

*Henry C Weatherby*  
Henry C Weatherby

HCW:jld

Enclosures Articles of Organization  
Affidavit of Membership and Contributions  
Certificate of Designation of Registered Agent/Registered Office  
Filing Fees

*1/16/97*

**ARTICLES OF ORGANIZATION  
OF  
ROTH BROTHERS INVESTMENT SERVICES, L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is ROTH BROTHERS INVESTMENT SERVICES, L.C. (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The Company shall terminate on December 31, 2026.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows:  
2720 S. W. 15<sup>th</sup> Street, CB59, Del Ray Beach, Florida 33445.

The name and address of the Company's initial registered agent in the State of Florida is as follows:

Richard Shlomborg, 5109 Foxpointe Circle, Del Ray Beach, FL 33445-4369.

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of all of the remaining members entitled to vote.

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

**FILED**  
97 JAN 16 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
MANAGEMENT**

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing members are as follows:

NAME	ADDRESS
Jerome S. Roth, D.M.D., PC	37 Timberwood, West Hartford, CT 06117
Stuart Roth	Corporate Center West, 433 South Main Street, Suite 303 West Hartford, CT 06110

**ARTICLE VII  
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 2<sup>ND</sup> DAY OF JANUARY 1997.

  
STUART ROTH

JEROME S. ROTH, D.M.D., PC

By:   
JEROME S. ROTH, President

STATE OF CONNECTICUT  
COUNTY OF HARTFORD

Before me personally appeared Stuart Roth and Jerome S. Roth who are known to me to be the persons who executed the foregoing articles of organization on behalf of Roth Brothers Investment Services, L.C..

In witness whereof, I have hereunto set my hand and seal on this 6<sup>th</sup> day of January 1997.

  
Commissioner of the Superior Court, Bar No. CT489068

## **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of ROTH BROTHERS INVESTMENT 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 member(s) is \$100,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$100,000. This total includes amounts from 2 and 3 above.

  
STUART ROTH

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.)

**FILING FEE: \$250 for Articles of Organization and Affidavit**

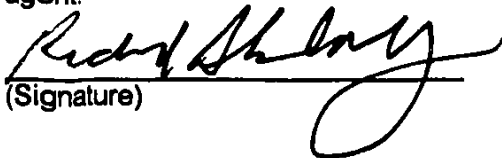
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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:  
**ROTH BROTHERS INVESTMENT SERVICES, L.C.**
2. The name and address of the registered agent and office is:

**Richard Shlomborg**  
5109 Foxpointe Circle  
Del Ray Beach, Florida 33445-4369

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)

Jan. 7, 1997  
(Date)

FILING FEE: \$35 for Designation of Registered Agent

**FILED**  
97 JAN 16 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA