

L 98000000551



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 792366 4352872

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 390.00

ORDER DATE : April 23, 1998

ORDER TIME : 9:24 AM

ORDER NO. : 792366-005

CUSTOMER NO: 4352872

CUSTOMER: Mark Stern, Esq
STERN & MILLER

25 Ford Road

Westport, CT 06880

500002497515--8

DOMESTIC FILING

NAME: METROTECH FINANCIAL SERVICES,
LTD., L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XX~~ (2) CERTIFIED COPY--TWO--
PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 3:59

RECEIVED
98 APR 23 AM 9:59
DIVISION OF CORPORATION

b7c
4/27/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 23, 1998

STACY EARNEST
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: METROTECH FINANCIAL SERVICES, LTD., L.C.
Ref. Number: W98000009101

RESUBMIT

Please give original
submission date as file date.

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We have received your document for METROTECH FINANCIAL SERVICES, LTD., L.C. and the authorization to debit your account in the amount of \$390.00. However, the document has not been filed and is being returned for the following:

Please DELETE the "LTD." from the name. Florida limited liability companies must use ONLY a limited liability suffix.

ALSO, the Registered Agent -- PRENTICE HALL -- MUST SIGN the acceptance statement on the R.A. page.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00022008

RECEIVED
98 MAY -1 PM 3:19
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
METROTECH FINANCIAL SERVICES, L.C.

A Florida Limited Liability Company

ARTICLE I - Name:

The name of this Limited Liability Company shall be:

METROTECH FINANCIAL SERVICES, L.C.

ARTICLE II - Address:

The mailing address of the limited liability company shall be:
c/o STERN & MILLER, L.L.C. 25 Ford Road, Westport, Connecticut 06880.

The principal office of the limited liability company shall be
c/o Prentice Hall 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and such other place or places as the members from time to time may determine.

ARTICLE III - Duration:

The period of duration shall be :

**UNTIL THE EARLIER OF THIRTY YEARS FROM THE DATE THESE ARTICLES ARE
FILED WITH THE SECRETARY OF STATE OF FLORIDA OR DECEMBER 31, 2028.**

ARTICLE VI - Management:

(check and complete the appropriate statement)

XXX The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

**MARK STERN
25 Ford Road
Westport, CT 06880**

 The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) are:

NOT APPLICABLE

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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 admission shall be:

NO ADDITIONAL MEMBERS MAY BE ADMITTED, EXCEPT UPON UNANIMOUS VOTE OF ALL MEMBERS.

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 REMAINING MEMBERS MAY CONTINUE THE BUSINESS OF THE LIMITED LIABILITY COMPANY UPON UNANIMOUS APPROVAL OF THE REMAINING MEMBERS, PROVIDED HOWEVER THAT SUCH CONTINUATION DOES NOT CHANGE THE FEDERAL OR STATE TAX STATUS OF THE COMPANY.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of METROTECH FINANCIAL 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 \$2,000;
- 3) if any, the agreed value of property, other than cash contributed by member(s) is: \$ -NONE-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 2,000. This total includes amounts from 2 and 3 above.

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 affirmation under penalties of perjury that the facts stated herein are true.)

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**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: METROTECH FINANCIAL SERVICES,
L.C.

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

The Prentice-Hall Corporation System, Inc.
(Name)
1201 Hays Street, Suite 105
(P.O. Box not acceptable)
Tallahassee, Florid 32301
(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.

By:

(Signature)

Paul Shelly

1998

(Date)

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