

RIKER, DANZIG SCHERER
HYLAND & FERRETT LLP

HEADQUARTERS PLAZA
ONE SPEEDWELL AVENUE
PO BOX 1981
MORRISTOWN, NEW JERSEY 07962-1981
(973) 538-0800
FAX (973) 538-1984

50 WEST STATE STREET
SUITE 1010
TRENTON, NEW JERSEY 08608-1220
(609) 396-2121
FAX (609) 396-4578

IRVING RIKER (1921-1969)

CHARLES DANZIG (1934-1992)

PETER L. BEALEY

BENJAMIN F. MICHEL

GERALD A. LUDIA

JOHN P. SHELDON JR.

ROBERT F. SCHERER

NEEDS PROTHOLD, JR.

VINCENT J. SHARKEY JR.

DENNIS J. O'GRADY

MICHAEL K. FUREY

GARY E. WALSH

ROBERT D. BORTECK

EDWARD K. DEHOPE

NANCY STEWART

BARBARA SCHEIDER

SARAH L. MONAGHAN

SUSAN MORGAN POSTER

BRIAN W. MOORE

JAMES A. RABORN

KENNETH O. BRADLEY

ANTHONY J. ZARILLO, JR.

JUDY L. CAVEY

LIZA M. KIRSCHENBAUM

J. ALEX KRESS

STELLA M. STRELZIK

LAURA LENCSES MCLESTER

STEPHANIE D. EDELSON

RICHARD A. LAFONT*

NANCY C. EBERHARDT

HAROLD L. KOFMAN

BARBARA L. FARRICKER

JEFFREY M. SHIMOFF

SCOTT A. OHNEGIAN

SHAWN L. KELLY

MARK S. RATTNER

DENNIS J. KRUMHOLTZ

ALAN E. KRAUS

GLENNY CLARK

ROBERT J. SCHOENBERG

ROBERT PEIM

MARION E. ZEENUIK

SAMUEL P. MOULTHROP

VICTORIA A. MORRISON

ANDREW J. STAMELMAN

KENNETH M. VAN DEVENTER

JAN L. BERNSTEIN

SIGRID S. FRANZBLAU

WILLIAM G. CONNOLLY

HAROLD S. ATLAS

MARY KATHRYN ROBERTS

JOSEPH L. SCHWARTZ

EVAN A. SHOWELL

CATHLEEN H. GIULIANA

BRUCE A. HARRIS

MARCI L. SACCO

CRAIG L. STEINFELD

JAMES L. LOTT, JR.

GREGORY K. SMITH

DEBORAH J. SOKOL

RICHARD A. LEVITAN

KAREN DE PAOLA

KEITH J. WEINGOLD

THOMAS J. PERRY

CHRISTOPHER J. MCAULIFFE

LARISA V.K. GJIVOJE

STEVEN K. PARNES

SHARIL CHERTOFF

ANNE M. PATTERSON

JOHN R. P. LECCHIA

ANTHONY L. SYLVESTER

PETER C. HARVEY

GLENN O'CURRING

ROBERT J. COOPER

JOSEPH B. WAGENKACH

WARREN J. MARTIN, JR.

SANDRA BROWN SHERMAN

NICHOLAS RACIOPPI, JR.

ROBERT C. DALEO

JAMES C. MEYER

BRIAN E. O'DONNELL

JULIAN W. WELLS

EDWIN F. CHOCIEY, JR.

KELLY STRANGE CRAWFORD

TRACY C. NEVOLA

JACQUELINE F. MCCOY

LESLIE GLADSTONE RESTAINO

LANCE J. KALIK

MARY ELLEN BURKE

FRANCINE HALUSHAKA

JOHN S. MAIRO

MARCIA MILLER TORRES

LISA SANTAPIETRO

CHRISTINA BENNETT

KATHERINE H. WIGNEST

MARC D'ANGIOLILLO

DAVID M. FORTUNATO

JOHN SHERIDAN**

ANDREA J. GIANNETTA

DEBORAH S. GADEK

SUSAN CURTIN GOULDIN

SARAH L. KAMBOUR

EVERETT N. SCHERER

WILLIAM R. HYLAND

PETER N. FERRETT, JR.

WILLIAM C. COUGHLIN

EDWARD A. DANZIG, JR.

SIDNEY F. ELK

PETER F. ELK

OF COUNSEL

ERNEST D. DE

CRAIG J. O'WALDSON

CHARLES W. WASKOWICH, JR.

MARTIN R. GREENBERG

KAREN PATRINO SHEEHY

GARY M. LUKS

STUART M. LEDERMAN

LINDA H. PRENTISS

RICHARD D. SANDERS

LYNNE ANNE ANDERSON

MICHAEL R. O'DONNELL

JAMES A. HARKNESS

COUNSEL

DAVID R. KING

R.N. TENDAI RICHARDS

LOUIS A. RAMUNNO

MICHAEL T. NOLAN

CHRISTOPHER O. ERIKSEN

DAVID J. DISABATO

ANTHONY FERNANDEZ

MICHAEL H. WUCK

NOAH FRANZBLAU

BETH ANN STEINLER

JAMES P. GIANNAKIS

JOANN QUATTRO

THOMAS C. EGG

CATHY MEEBANDY BROWN

DEBRA DECICCO

ROBERT J. GORZELANY

NINA G. HOLBROOK

ANDREW D. KOGAN

CURTIS HAPWARD

**NY BAR ONLY

**MA BAR ONLY

October 23, 1998

FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Geode Electronics L.L.C.

Gentlemen:

Enclosed please find the signed original and one copy of the Articles of Organization for Florida Limited Liability Company for the above mentioned L.L.C. including the certificate designating the registered office and initial registered agent. Also enclosed is this firm's check in the amount of \$285.00 (\$250.00 for the Filing Fee for Articles of Organization and Affidavit and \$35.00 for the Designation of Registered Agent).

Please file the original and return to me in the enclosed stamped addressed envelope a letter of acknowledgment as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,

Robert Fischer III

RF/ds

Enclosure

cc: Robert W. Landmesser
Linda H. Prentiss

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Updater Verifier	
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W. P. Verifier	

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Geode Electronics L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

400 Ocean Road
Vero Beach, Florida 32963

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Forty (40) years

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ 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:

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

Harry E. Emerson
41 Karen Place
Budd Lake, NJ 07828

William A. Grywalski
77 Lozier Road
Budd Lake, NJ 07828

Robert W. Landmesser
400 Ocean Road
Vero Beach, FL 32963

ARTICLE V - Admission of Additional Members:

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

By the fair market value of an interest in the Company and approval of all existing members and each existing member is give a right of first refusal to buy at such price and on such terms.

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98 OCT 26 PM 4:30
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TALLAHASSEE, FLORIDA

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:

Upon a majority vote of the remaining members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Geode Electronics L.L.C.

certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 400,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 600,00;
(A description of the property is attached and made a part hereto.)* and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000,000.



Signature of a member or an 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.)

Robert W. Landmesser

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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* See Rider I

RIDER I

The patents, trade marks and names and other rights and technology (including royalty and licensing agreements) related to the product known as "Color Radio" and "Radio Scanner and Display System", which is under development and which will have, among other things the ability to allow radio listeners to access the name of the song and the performer to which they are listening.

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TALLAHASSEE, FLORIDA


CERTIFICATE OF REGISTERED OFFICE AND AGENT

I Robert W. Landmesser, hereby certify the following:

1. The registered office of Geode Electronics L.L.C. is 400 Ocean Road, Vero Beach, Florida 32963

2. I, Robert W. Landmesser, am the initial Registered Agent of Geode Electronics L.L.C.

3. I, Robert W. Landmesser, as the initial Registered Agent, state and certify that I am familiar with and accept the obligations of the position


Robert W. Landmesser

Robert W. Landmesser

Type or printed name of signee

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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY)
 SS:
COUNTY OF MORRIS)

BE IT REMEMBERED, that on this 23rd day of Oct, 1998, before
me, the subscriber, Notary, personally appeared ROBERT W.
LANDMESSER, who, I am satisfied, is the person named in the within instrument, and
thereupon he acknowledged that he signed, sealed and delivered the same as his
voluntary act and deed, for the uses and purposes therein expressed.

Mary Newman Swider

MARY NEWMAN SWIDER
A Notary Public of New Jersey
My Commission Expires 7/2/99

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TALLAHASSEE, FLORIDA