

L98000002578

Requestor's Name  
818 N.E. 3rd Street  
Address  
Ocala, Fl. 34470  
City/State/Zip Phone #

800002672508--7  
-10/26/98--01093--009  
\*\*\*\*285.00 \*\*\*\*285.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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DIVISION OF CORPORATIONS  
198 NOV -5 PM 1:29

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

L98-2578

CR 11-5

Name	CR
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Document	CR
Examiner	CR
Updater	CR
Updater	CR
Verifier	CR
Acknowledgment	CR
W. R. Verifier	CR



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 27, 1998

FRANK SPEIGHT  
SPEIGHT & ASSOCIATES  
818 N.E. 3RD STREET  
OCALA, FL 34470

SUBJECT: BENCHMARK CAPITAL, L.L.C.  
Ref. Number: W98000024361

We have received your document for BENCHMARK CAPITAL, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 498A00052749

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## Speight & Associates

C. Frank Speight  
President  
818 NE Third Street  
Ocala, Florida 34470

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Telephone 352-690-1633  
Fax 352-690-1624

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DIVISION OF CORPORATIONS

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November 4, 1998

Tammi Cline  
Florida Department of State  
Division of Corporations  
409 East Gaines Street

**Reference Letter Number: 498A00052749**

Dear Tammi,

In response to your letter of 10/27/98, I am sending new documents. These will reflect a name change from Benchmark Capital, L.L.C. to Benchmark Capital Ventures, L.L.C. Should you need anything further please call.

Sincerely,



Frank Speight

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Benchmark Capital Ventures, L.L.C.

**ARTICLE II - Address:**

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

818 NE Third Street, Ocala, FL 34470

**ARTICLE III - Duration:**

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

until December 31, 2050

**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 addresses) of such manager(s) who is/are to serve as manager(s) is/are:

Paradigm Group, L.L.C.  
3000 Dundee, Suite 105  
Northbrook, Illinois 60062

Speight & Associates, Inc.  
818 NE Third Street  
Ocala, FL 34470

- ☐ The Limited Liability Company is to be managed by the members and the name(s) and addresses of the managing member(s) is/are:

**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:

N/A

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**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:

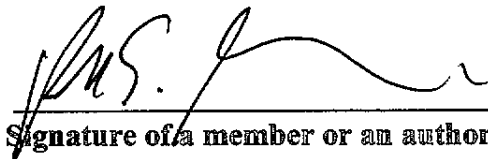
N/A

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**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Benchmark Capital Ventures, 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 \$ 100,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$500,000  
(A description of the property is attached and made a part hereto.), and  
The property consists of 195,122 shares of common stock of Cypress Bioscience, Inc.
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$600,000

  
\_\_\_\_\_  
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.)

Randall S. Goulding  
\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Articles 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Benchmark Capital Ventures, L.L.C.

2. The name and the Florida street address of the registered agent are:

Frank Speight  
Speight & Associates, Inc.  
818 NE Third Street  
Ocala, FL 34470

NAME

Florida street address (P. O. BOX NOT acceptable)

\_\_\_\_\_  
FL  
CITY, STATE AND 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.*

X   
SIGNATURE

**Filing Fee: \$ 35 for Designation of Registered Agent**

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