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 99 MAR 19 PM 12:16

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Passero Associates LLC

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Certificate of Status

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ARTICLES ONLY

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Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input checked="" type="checkbox"/> | Other <u>LLC</u> |

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 ***337.50 ***337.50

Ordered By: _____

Date: _____

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 608 OF THE
FLORIDA STATE STATUTES**

ARTICLE I - Name:

The name of the Limited Liability Company is:

PASSERO ASSOCIATES, L.L.C.

ARTICLE II - Address:

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

100 Liberty Pole Way, Rochester, NY 14604

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

GARY W. PASSERO
242 Belvista Drive
Rochester, New York 14625

ARTICLE V - Admission of Additional Members

The right of the Members to admit additional members and the terms and conditions of the admissions shall be:

A person may be admitted as a Member upon the unanimous vote or written consent of all of the Members.

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ARTICLE VI - Members Rights to Continue Business:

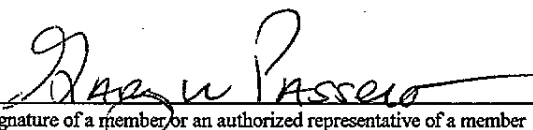
The right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The Company shall continue unless, within one hundred and eighty (180) days after any such event which terminates the continued membership of a Member in the Company, the remaining Members owning a majority of the profits interest and a majority of the capital interests owned by all the remaining Members affirmatively vote for dissolution of the Company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of **PASSERO ASSOCIATES, 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 is: \$ 350.00
- 3. if any, the agreed value of property other than cash contributed by member(s) is: \$ _____
(A description of the property is attached and made a part hereto.);
- 4. the total amount of cash and property contributed and anticipated to be contributed by the member is: \$ 350.00


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.)

GARY W. PASSERO
Typed or printed name of Signee

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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:

PASSERO ASSOCIATES, L.L.C.

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

National Corporate Research, Ltd.
1406 Hays Street, Suite #2
Tallahassee, Florida 32301

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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.

Theresa Lennon

Signature

Assistant Secretary

Filing Fee: \$35 for Designation of Registered Agent