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Davis &
Singerman**
Professional Association

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L99000004665

July 23, 1999

VIA HAND DELIVERY

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32324

000002940780--6
-07/26/99--01028--012
****285.00 ****285.00

Re: Articles of Organization of Marathon Optical Laboratories, L.L.C.

To Whom It May Concern:

Enclosed is an original executed and a copy of the Articles of Organization of MARATHON OPTICAL LABORATORIES, L.L.C., together with our check for \$285.00 for payment of filing fees.

Please do not hesitate to call should you have any questions. Thank you.

Very truly yours,

BERGER DAVIS & SINGERMAN

KNBowman

Nicci Bowman,
Legal Assistant

KNB:
Enclosure

WMB
7/23/99
7/30/99

FILED
99 JUL 30 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 JUL 26 AM 10:08
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 1999

BERGER DAVIS & SINGERMANN

SUBJECT: MARATHON OPTICAL LABORATORIES, L.L.C.
Ref. Number: W99000017140

We have received your document for MARATHON OPTICAL LABORATORIES, 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):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 499A00038002

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MARATHON OPTICAL LABORATORIES, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I
NAME

The name of the Company is Marathon Optical Laboratories, L.L.C.

ARTICLE II
DURATION

The existence of the Company shall commence as of the date these Articles of Organization are filed by the Department of State and shall continue perpetually from that date, unless earlier dissolved in accordance with the provisions of Article VI herein.

ARTICLE III
ADDRESS

The mailing address and the street address of the principal office of the Company is 7618 SW 140 Court, Miami, Florida 33183.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is Daniel Lampert, Esq at 2950 First Union Financial Center, 200 S. Biscayne Blvd., Miami, FL 33131.

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TALLAHASSEE, FLORIDA

ARTICLE V
MANAGEMENT

The management of the Company shall be vested in its managers which shall consist of one (1) or more individuals duly elected by the Members in the manner set forth in the Regulations of the Company. The name and address of the initial manager who is to serve as managers until the first annual meeting of the Members or until their successors shall have been duly elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|--------------------------------------|
| JAMES W. GOLDMAN | 7618 SW 140 Court Miami, FL 33183 |

ARTICLE VI
REGULATIONS

The regulation and management of the affairs of the Company shall be governed by the Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members of the Company.

ARTICLE VII
AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 26 day of July, 1999.

X 
JAMES W. GOLDMAN, Member

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 26th day of July, 1999, by JAMES W. GOLDMAN.

() Personally known to me; or

(☒) Produced Identification; Type of Identification produced Driver License.

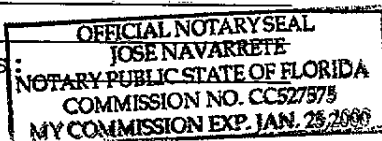
NOTARY PUBLIC:

Sign: Jose Navarrete

Print Name: _____

Commission No.: _____

My Commission Expires: _____

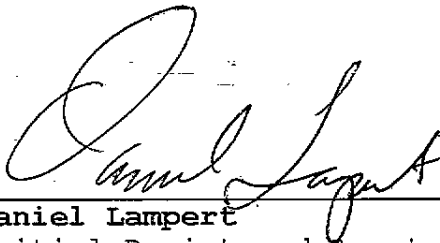


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TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Marathon Optical Laboratories, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of Marathon Optical Laboratories, L.L.C.

Date: July 26, 1999



Daniel Lampert
Initial Registered Agent

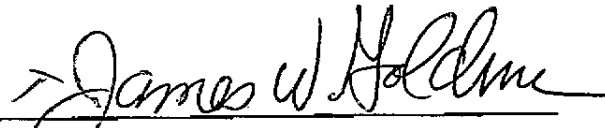
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TALLAHASSEE, FLORIDA

MARATHON OPTICAL LABORATORIES, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY
AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, this day personally appeared JAMES W. GOLDMAN who, being first duly sworn, deposes and says:

1. Marathon Optical Laboratories, L.L.C. has at least one member.
2. The total amount of cash contributed or anticipated to be contributed by the members is Ten Thousand Dollars (\$10,000).
3. The agreed value of property other than cash contributed or anticipated to be contributed by the members is zero.
4. The total amount of cash or property anticipated to be contributed by the members is Fifty Thousand Dollars (\$50,000).



JAMES W. GOLDMAN

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 29th day of July, 1999, by JAMES W. GOLDMAN.

() Personally known to me; or

(X) Produced Identification; Type of Identification produced: Driver License

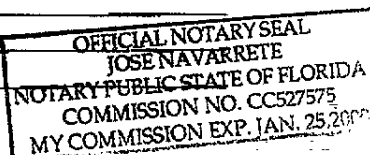
NOTARY PUBLIC:

Sign: 

Print Name: _____

Commission No.: _____

My Commission Expires: _____



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TALLAHASSEE, FLORIDA
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