

HENDERSON
KEASLER
LAW FIRM

L9900000000742

Alan D. Henderson
Frank R. Keasler Jr.

October 12, 1999

Via Federal Express
USA Airbill #8132 1231 0011

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000003013860--6
-10/13/99--01058--012
***310.00 ***155.00

Re: Paper Acquisitions LLC and MillGolf Acquisition LLC

Dear Madam/Sir:

Enclosed for filing are the Articles of Incorporation and Designation of and Acceptance by Registered Agent regarding the above referenced limited liability companies. In this regard, please accept our firm's check # 5054 in the amount of \$310.00 for filing fees as follows:

Articles of Organization (for two LLC's):	\$200.00
Designation of Registered Agent and Certified Copy of Articles of Organization for two LLC's	\$55.00
TOTAL:	\$ 310.00

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Incorporation in the self-addressed, postage paid envelope provided for your convenience.

If you have any questions in this regard please contact our firm accordingly.

Sincerely,

HENDERSON KEASLER LAW FIRM

Robert W. Weaver GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article 4
DATE 10-15-99
DOC. EXAM. AB

Robert W. Weaver
Robert W. Weaver, Legal Assistant to

Frank R. Keasler, Jr.

FRK/bw

Enclosures

c: Patrick R. Kroos

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FILED
99 OCT 13 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FL 32304

AB
10-15-99

**ARTICLES OF ORGANIZATION
OF
MILLGOLF ACQUISITION**

"Limited Liability Company"

The persons set forth in Article 5 below, hereby continue a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), and adopt as the Articles of Organization of such limited liability company the following:

Article 1.

Name

The name of the limited liability company: **MillGolf Acquisitions, LLC** (the "Company").

Article 2.

Duration

This company shall exist for thirty (30) years from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

Article 3.

Purpose for Organization

The Company shall enjoy unlimited power to engage in and do any lawful act concerning any or all lawful business for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter enabled and allowed under § 608.404, Florida Statutes, or otherwise permitted by law for a limited liability company.

Article 4.

Address

- a. The address of the Company's principal place of business and mailing address is:

11 Commerce Road
Rockland, Massachusetts 02370

- b. The name and address of the registered agent in the State of Florida:

Name

Address

Frank R. Keasler, Jr.

Henderson Keasler Law Firm, P.A.
4337 Pablo Oaks Court, Suite 102
Jacksonville, Florida 32224

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TALLAHASSEE, FLORIDA

Article 5.

Capital

The capital interest, total amount of cash, description and agreed value of property other than cash contributed by each respective Member is as follows:

	<u>Capital Interest</u>	<u>Amount</u>
Patrick R. Kroos	.95% Class A Voting	\$10,000.00
Colin W. Armstrong	5% Class B Non-Voting	\$1,000.00

Article 6.

Additional Contributions

Additional contributions shall be made at such times and in such amounts as determined by the Company Board of Voting Members as provided in the Operating Agreement of the Company.

Article 7.

Additional Members

Additional Members may be admitted at such times and on such terms and conditions as the Voting Members may agree by majority vote and as provided in the Operating Agreement of the Company.

Article 8.

Company Continuance

The Voting Member(s) of the Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the Company, but only with the majority agreement of the surviving voting Member(s) and as provided in the Company's Operating Agreement.

Article 9.

Company Management

The management of the Company is under the responsibility of the below named manager so appointed by the Board of Voting Members who shall serve until the first annual meeting of the Members or until removed or the successor(s) is/are elected and qualify. The Company shall be managed by:

Manager's Name

Address

Robert J. Cinotti

11 Commerce Road
Rockland, Massachusetts 02368

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Article 10.
Other Provisions

Other provisions for the regulation of the internal affairs of the Company are as follows:

10.1 The Company may indemnify an individual made a party to a proceeding because of being a manager, Member, officer, organizer, employee or agent of the Company, against liability incurred in the proceeding (in the determination of the Company's Board of Voting Members) if:

- (I) All conduct was in good faith;
- (ii) The conduct was not opposed to the Company's best interest; and
- (iii) In any criminal proceeding, said individual is acquitted.

10.2 Indemnification may also be provided for any individual's conduct with respect to any employee benefit plan if the Board of Voting Members reasonably such conduct was in the interests of the participants in and beneficiaries of such plan.

10.3 The Company may pay for or reimburse the reasonable expenses incurred by a manager, Member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

- (I) The individual furnishes the Board of Voting Members a written affirmation that the standard of conduct described herein was met; and
- (ii) The individual furnishes the Board of Voting Members a signed written instrument executed personally to repay the advance if it is ultimately determined such conduct did not meet the standard required of conduct.

10.4 The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any manager, Member, officer, organizer, employee or agent may be entitled under any regulation, agreement, vote of voting Members or otherwise. Notwithstanding The Articles of Organization shall be interpreted to limit all indemnification or rights to advancement for expenses of an individual who may otherwise be entitled thereto to the expressed, specific sole determination of the Company's Board of Voting Members. These Articles of Organization shall be interpreted as allowing indemnification and advancement of expenses to the extent permitted by law.

10.5 The Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay (as approved by the Company's Board of Voting Members) all costs and expenses incurred by or imposed upon them as a result of the same. The Company as approved by its Board of Voting Members may release any organizer from all liability for any such act as organizer not involving willful or grossly negligent misconduct.

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99 OCT 13 AM 11:06
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TALLAHASSEE, FLORIDA

Dated: October 8, 1999.

Robert J. Cinotti

Rumina, Inc., a British Virgin Island corporation

By: Robert J. Cinotti

Its: Attorney-in-Fact

STATE OF MASSACHUSETTS)
COUNTY OF PLYMOUTH)

I, **Robert J. Cinotti**, being first duly sworn, upon oath, depose and say, u/a/d October 8, 1999, I am the law attorney-in-fact for Rumina, Inc., who is the Member named in and which executed the foregoing Articles of Organization, and I read the contents of the Articles and the statements contained in such Articles of Organization are true and correct.

Robert J. Cinotti

Rumina, Inc., a British Virgin Island corporation

By: Robert J. Cinotti

Its: Attorney-in-Fact

The foregoing instrument was acknowledged before me this 8 day of October, 1999, by **Robert J. Cinotti**, who is personally known to me or who has produced identification.

Notary's Name: _____

My commission expires: June 2, 2001

Marina Perry

Notary Public

☒ Personally known.

Produced _____ as identification.

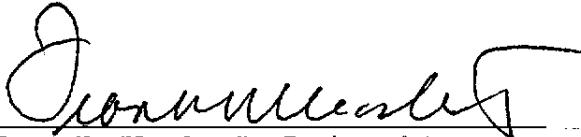
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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

MillGolf Acquisitions, L.L.C., desiring to organize under the Florida Limited Liability Company Act, with its principal office, as indicated in the foregoing Articles of Organization at the City of Rockland, Massachusetts, County of Plymouth, State of Massachusetts, named Frank R. Keasler, Jr., located at 4337 Pablo Oaks Court, Suite 102, Jacksonville, Florida 32224, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said organization, I hereby agree to act in this capacity and to comply with the provisions of said Act.



Frank R. Keasler, Jr., Registered Agent

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