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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Systemic LLC

300002285963--7

-09708797--01080--021

****285.00 ****285.00

☐ Profit

☐ NonProfit

☒ Limited Liability Co.

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

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THANKS, MELANIE ☺

9-3-97

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CR2E031 (1-89)

1. TAA _____
2. FEE _____
3. AGENT FEE _____
4. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFFINING _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

FILED
SECRETARY OF STATE
97 SEP - 3 PM 2:09
TALLAHASSEE, FLORIDA

1. Systemed, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 22-347486
(FEI number, if applicable)
4. October 4, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)
7. 100 Summit Avenue, Montvale, NJ 07645

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Roger A. Jones</u>	<u>MGR</u>	<u>Barbara A. Schisani</u>	<u>MGR</u>
<u>100 Summit Avenue,</u>		<u>100 Summit Avenue,</u>	
<u>Montvale, NJ 07645</u>		<u>Montvale, NJ 07645</u>	
<u>Bert I. Weinstein</u>	<u>MGR</u>	<u>Caroline Dorsa</u>	<u>MGR</u>
<u>100 Summit Avenue,</u>		<u>One Merck Drive,</u>	
<u>Montvale, NJ 07645</u>		<u>Whitehouse Station, NJ</u>	
		<u>08889</u>	

Filing Fee: \$ 52.50 for Application

Systemed, L.L.C.

By: Bert I. Weinstein
Bert I. Weinstein, Manager

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
Systemed, L.L.C. _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 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 or property anticipated to be contributed by member(s) is
\$ 1,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statute, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Bert I. Weinstein, Manager

Filing Fee: \$ 52.50 for 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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: _____

Systemed, L.L.C.

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/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.

Connie Boy
Connie Boy (Signature) Special Asst. Secretary

August 19, 1997
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYSTEMED, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF AUGUST, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
RECEIVED
SEP 3 1997



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

8607937

DATE

08-15-97