

M97000000804

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-I092

City State Zip Phone

CORPORATION(S) NAME

K-M Acquisition LLC

☐ Profit
☐ NonProfit
☒ Limited Liability Co.
☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

DEC 02 1997

IAA
FILING
R. AGENT FEE 2.50
COPY 3.5
TOTAL 2.85
N. BANK
BALANCE DUE
OFFUND

3/K
12/2/97

Thanks,
Jeff

800002367808-1
-12/10/97-01013-025
***285.00 ***285.00

FILED
97 DEC -2 PH 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 DEC -2 AM 11:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

1. K-M Acquisition LLC

(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. 65-0795815

(FEI number, if applicable)

4. 11-21-97

(Date of Organization)

5. Thirty (30) years

(Duration: Year limited liability company will cease to exist
or "perpetual")

6. Upon filing of this application

(Date first transacted business in Florida. (See sections 606.501, 606.502 and 617.135, F.S.))

7. 906 South Dixie Highway

Stuart, Florida 34994

(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:

Leigh H. Perkins

MGR

David S. Knapp

MGR

Leigh H. Perkins, Jr.

MGR

James Murphy

MGR

David D. Perkins

MGR

906 South Dixie Highway

10 River Road

Stuart, Florida 34994

Manchester, VT 05254

Filing Fee: \$ 52.50 for Application

FILED
DEC - 2 PM 2:49
ALLAN ASSE FLORIDA
SECRETARY OF STATE

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

The undersigned member or authorized representative of a member of _____

K-M Acquisition LLC

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 \$ 848,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 212,000. 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
\$ 1,060,000. This total includes amounts from 2 and 3 above.

Thomas S. Vaccaro

Signature of a member or 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.)

Thomas S. Vaccaro, Authorized Representative
of Member

Filing Fee: \$52.50 for Affidavit

Description of Contributed Property

A percentage of the assets of Redington, Inc., a Florida corporation, which percentage has an agreed value as set forth, including without limitation, inventory, intellectual property, lists, accounts receivable, fixed assets and intangible rights.

FILED
DEC - 2 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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.

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

K-M Acquisition LLC

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

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 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.

C T CORPORATION SYSTEM

Connie Bryan
(Signature)

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

12/2/97
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

FILED
97 DEC -2 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "K-M ACQUISITION LLC" 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 TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
97 DEC -2 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2824052 8300

971402185

AUTHENTICATION:

DATE:

8775703

11-25-97