

Document Number Only

M99000000406

C T Corporation System

Requestor's Name

660 East Jefferson Street  
Address  
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

600002808036--8

-03/16/99--01084--016

\*\*\*\*285.00 \*\*\*\*285.00

600002808036--8

-03/16/99--01084--017

\*\*\*\*1188.75 \*\*\*\*1188.75

Dynatech LLC

99 MAR 19 PM 2:05

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

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3/16/99

99 MAR 16 AM 11:24  
DIVISION OF CORPORATIONS

B/K

3/19/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 16, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: DYNATECH LLC  
Ref. Number: W99000006374

*d1b1a  
Dynatech of Delaware LLC*

FILED STATE  
SECRETARY OF CORPORATIONS  
011302Z MAR 99 PM 2:05

We have received your document for DYNATECH LLC and your check(s) totaling \$1473.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,473.75 payment.,

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 099A00012688

*3/19/99*

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

FILED STATE  
CLERK OF DISTRICT COURT  
99 MAR 19 PM 2:05

I, the undersigned Allan M. Kline  
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

Dynatech LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Delaware was duly adopted on May 14, 19 98

Be it resolved, that Dynatech LLC  
(Name of Limited Liability Company)

organized and existing in the state of Delaware, hereby adopts the

name of Dynatech of Delaware LLC for use in Florida.

Dated: March 17, 1999

Allan M. Kline MUST

Signature of a Member or an Authorized Representative of a Member

1/16/98

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

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

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STATE  
OF FLORIDA  
CORPORATIONS

- doing business in  
1. Dynatech LLC Florida as DYNATECH OF DELAWARE LLC  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. Not Applicable  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 14, 1998 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. June 1, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)
7. c/o Dynatech Corporation  
3 New England Executive Park, Burlington, MA 01803  
5410 N.W. 33rd Ave., Suite 100, Fort Lauderdale, FL 33309  
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>John F. Reno</u>	<u>Manager</u>		
<u>c/o Dynatech Corporation</u>			
<u>3 New England Executive Park</u>			
<u>Burlington, MA 01803</u>	<u>manager</u>		
<u>Allan M. Kline</u>			
<u>(Address same as above)</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

01/06/99 14:59  
17:17 JAN 05, 1999

212 909 6836

D&P NY  
TEL NO: 767-0390

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

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CLERK OF THE COURT  
99 MAR 19 PM 2:05

The undersigned member or authorized representative of a member of Dynatech LLC

certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0- ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 160,000,000 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 160,000,000 .  
(This total includes amounts from 2 and 3 above.)

\* See Attached Addendum

  
\_\_\_\_\_  
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.)

Mark V.B. Tremallo

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

DYNATECH LLC

Affidavit of membership and contributions of foreign limited liability company  
(addendum)

Item #3 – Description of property contributed by member

Net assets of business formerly held by a wholly owned subsidiary of the member. Such business was named Telecommunications Techniques Corporation. Certain less significant assets were also contributed.

Approximate book value of net assets contributed:

\$160,000,000

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
STATE  
DIVISION OF CORPORATIONS  
99 MAR 19 PM 2:05

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: Dynatech LLC

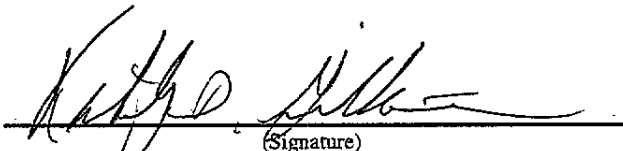
2. The name and address of the registered agent and office is:

C T Corporation System  
(Name)

c/o C T Corporation System, 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.*

  
(Signature)

Kimberly D. Gilbertson, Asst. Secy.

3/10/99  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of Delaware

PAGE 1

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DYNATECH 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 TENTH DAY OF MARCH, A.D. 1999.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 19 PM 2:05



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9620084

03-10-99