

Division of Corporations

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FOREIGN LIMITED LIABILITY COMPANY

Investec LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 1999

NICK JOVANOVICE, ESQ.
100 N.E. 3RD AVE., #400
FORT LAUDERDALE, FL 33301

SUBJECT: INVESTEC LLC
REF: W99000008951

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

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) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000008814
Letter Number: 299A00019087

**RESOLUTIONS OF THE SOLE MANAGER
OF
INVESTEC LLC**

The sole Manager of Investec LLC, a Delaware limited liability company (the "Company"), hereby takes the following actions:

WHEREAS, the Company desires to transact business in the State of Florida.

NOW, THEREFORE, BE IT

RESOLVED, that the transaction of business in the State of Florida by the Company pursuant to the attached Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida is hereby ratified, confirmed and approved; and be it

FURTHER RESOLVED, that the Company adopt the alternate name of "Omni Connect, L.L.C." for use in the State of Florida pursuant to Florida Statutes, Section 608.406.

The undersigned sole Manager of the Company has executed this Written Consent on this 22nd day of April, 1999.

SOLE MANAGER:


C. LEO SMITH

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**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. INVESTEC 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. DELAWARE

(Jurisdiction under the law of which foreign limited liability
company is organized)

EIN FOR LLC NOT REQUIRED

3. SOLE MEMBER SS# 592-22-4449

(FEI number, if applicable)

4. 9/21/98

(Date of Organization)

5. PERPETUAL

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

6. UPON THE FILING OF THIS APPLICATION

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 2745 W. HILLSBORO BOULEVARD, SUITE 3

DEERFIELD BEACH, FL 33442

(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:

C. LEO SMITH MGRM
2745 W. HILLSBORO BLVD., #3
DEERFIELD BEACH, FL 33442

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DIVISION OF CORPORATIONS

Prepared by:

Nick Jovanovich, Esq.

Berger Davis & Singerman

100 N.E. 3rd Avenue, #400

Fort Lauderdale, FL 33301

Tel No. 954-525-9900

Florida Bar No. 309869

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*State of Delaware**Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVESTEC 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 SEVENTH DAY OF APRIL, A.D. 1999.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2946313 8300

AUTHENTICATION: 9674506

991135884

DATE: 04-07-99

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**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: INVESTEC LLC

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

LEONARD K. SAMUELS, ESQ.

(Name)

BERGER DAVIS & SINGMAN

100 N.E. 3RD AVENUE, #400

(P.O. Box not acceptable)

FORT LAUDERDALE, FL 33301

(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.

By: 

(Signature)

LEONARD K. SAMUELS

2/16/99

(Date)

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

The undersigned member or authorized representative of a member of _____

INVESTEC 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 \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ n/a . 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
\$ 100.00 . 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 Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

C. LEO SMITH

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