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LIMITED LIABILITY COMPANY

BMS, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	06
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**ARTICLES OF ORGANIZATION****OF****BMS, L.L.C.**

The undersigned initial members of BMS, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby form a limited company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is:

**BMS, L.L.C.****ARTICLE II. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

c/o MSRB Limited Partnership  
Attn: Marshall Berger  
2611 North 40<sup>th</sup> Avenue  
Hollywood, FL 33021

**ARTICLE III. STREET ADDRESS OF COMPANY**

The street address of the principal office of this Company is:

c/o MSRB Limited Partnership  
Attn: Marshall Berger  
2611 North 40<sup>th</sup> Avenue  
Hollywood, FL 33021

**ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The name and the street address of the registered agent of this Company in the State of Florida shall be:

Prepared by:  
William S. Kramer, Esq.  
2021 Tyler Street  
Hollywood, FL 33022  
Fla. Bar #311863

Marshall Berger  
2611 North 40<sup>th</sup> Avenue  
Hollywood, FL 33021

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**ARTICLE V. DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the written agreement of members owning a majority in interest of membership interests or pursuant to an event described in Article IX of these Articles of Organization.

**ARTICLE VI. MANAGEMENT**

The Limited Liability Company is to be managed by managers who are members. The names and addresses of the managing members are set forth below. The managing members shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. No member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

MSRB Limited Partnership  
Attn: Marshall Berger  
2611 North 40<sup>th</sup> Avenue  
Hollywood, FL 33021

Barry Spring Living Trust u/a/d 7/99  
Attn: Barry Spring  
1590 Shoreline Way  
Hollywood, FL 33019

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**ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the

Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing

H00000002918 1

the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/  
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be continued unless the members elect to dissolve the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company, in which event, the Company shall be dissolved.

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his its contribution to capital except as provided in the Company regulations or operating agreement, if any, then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is

H00000002918 1

taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

**ARTICLE XII. REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

**ARTICLE XIII. LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 18 day of Jan., 2000.

**INITIAL MEMBERS:**

MSRB LIMITED PARTNERSHIP,  
Member and Manager

By: x Marshall Berger  
Marshall Berger, General Partner

BARRY SPRING LIVING TRUST U/A/D 7/99,  
Member and Manager

By: Barry Spring  
Barry Spring, Trustee

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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:

**BMS, L.L.C.**

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

**Marshall Berger  
2611 North 40<sup>th</sup> Avenue  
Hollywood, FL 33021**

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.

*x Marshall Berger*  
Marshall Berger

Date:

*Jan 18, 2000*

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