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ACCOUNT NO. : 072100000032

REFERENCE : 571411 7165057

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

ORDER DATE : February 1, 2000

ORDER TIME : 10:48 AM

ORDER NO. : 571411-005

CUSTOMER NO: 7165057

CUSTOMER: Dorothy K. Pitcher, Secretary
HERMELEE & SHARP
HERMELEE & SHARP
Suite 1135
25 Southeast 2nd Avenue
Miami, FL 33131

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00 FEB -1 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BROOKS HERMELEE GEFFIN,
L.L.C.

300003118550

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

*JB
2-1-00*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE 1ST

ARTICLES OF ORGANIZATION
OF
BROOKS HERMELEE GEFFIN, L.L.C.

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization.

ARTICLE I

NAME

Section 1.1 Name: The name of this organization is Brooks Hermelee Geffin, L.L.C.

ARTICLE II

DURATION

Section 2.1 Duration. This organization shall exist in perpetuity, subject, however, to the power of its members to dissolve same as set forth in Article IX below.

ARTICLE III

PURPOSE

Section 3.1 Purpose. This organization is organized for the sole and specific purpose of rendering professional legal services.

ARTICLE IV

MAILING ADDRESS AND STREET ADDRESS

Section 4.1 Mailing Address and Street Address. The mailing address and street address of this organization are 25 S.E. Second Avenue, Suite 1135, Miami, Florida 33131.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Street Address. The street address of the initial registered office of this organization is 25 S.E. Second Avenue, Suite 1135, Miami, Florida 33131 and the name of the initial registered agent of this organization at that address is Alan G. Geffin.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Section 6.1 Total Amount of Cash and Property Contributed. Gary S. Brooks has contributed \$50,000 in cash and property to the organization. Bruce G. Hermelee has contributed \$50,000 in cash and property to the organization, and Alan G. Geffin has contributed \$50,000 in cash and property to the organization. No other additional capital contributions have been made.

Section 6.2 Additional Contributions. The members agree that they shall only make additional capital contributions to the organization upon the unanimous written agreement of all members and that any such additional capital contributions shall be reflected in amended articles of organization.

ARTICLE VII

MEMBERS

Section 7.1 Number. This organization shall have three (3) members initially. The number of members may be increased or diminished from time to time, but shall never be less than one, or more than ten.

Section 7.2 Initial Members. The name and street address of the initial members of the organization are:

<u>Name</u>	<u>Address</u>
Gary S. Brooks	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131
Bruce G. Hermelee	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131
Alan G. Geffin	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131

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TALLAHASSEE, FLORIDA
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Section 7.3 Additional Members. Additional members may be admitted to the organization upon the unanimous written agreement of the members.

Section 7.4 Terms and Conditions of Admitting Additional Members.

- a. Each additional member must be admitted to practice law in the State of Florida at the time of admission to membership in the organization.
- b. Each additional member who is admitted to the organization shall be required to make a capital contribution upon his or her admission. The additional member's capital contribution must be no less than the amount of the lowest aggregate capital contribution that has been made by any existing member of the organization by the time of the additional member's admission to the organization.

Section 7.5 Seniority. For the purpose of these Articles of Organization and all regulations adopted to regulate this organization, Gary S. Brooks, Bruce G. Hermelee and Alan G. Geffin have seniority. The seniority of all subsequent members shall be defined by the date on which they become additional members of the organization provided, however, that the existing members may upon unanimous written agreement define an additional member as having greater seniority upon admission to the organization than some or all of its existing members.

Section 7.6 Powers. The members shall have the power to adopt regulations upon their unanimous written agreement. Any regulation so adopted may not be altered, amended, or repealed in any respect without the unanimous written agreement of the members. The members may not contract a debt, incur a liability, or convey or acquire property by or on behalf of the organization pursuant to Section 8.4 below.

Section 7.7 Alienation of Member's Interest. The member's interest in the organization is not assignable or transferable.

Section 7.8 Voluntary Termination of Membership. A membership shall be voluntarily terminated by a member upon written notice to the organization's registered agent or upon the member's death.

Section 7.9 Involuntary Termination of Membership. A membership shall be automatically terminated upon the member's suspension or disbarment from the Florida Bar, which termination shall be deemed effective on the date of issuance of the suspension or disbarment, whether the suspension or disbarment is contested or negotiated. Upon involuntary termination, the former member shall sever all employment with and financial interest in the organization.

Section 7.10 Terms and Conditions of Termination of Membership.

- a. The former member or his or her estate shall become an unsecured creditor to the organization and the organization shall become indebted to the former member or his or her estate for (1) the full sum of the former member's capital contribution and (2) the former member's share of the assets less the

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liabilities of the organization upon the effective date of termination of the membership. For the purpose of this provision: a former member's "share" is the former member's proportionate contribution of the organization's capital that had been made by or on the date of the termination of his or her membership; "assets" are the cash and property assets of the organization that were acquired or are due as a result of any work done during the term of the relevant membership and that were not the subject of distributions to the former member during the term of the relevant membership; and "liabilities" are all debts and liabilities other than capital contributions made by other members that were incurred or accrued as a result of events during the term of and not after the termination of the membership that were not satisfied by the date of termination of the membership.

- b. This debt must be paid as soon as possible.
- c. If the organization has failed to collect all revenue due it for work done during the term of the relevant membership within a reasonable amount of time after termination of the relevant membership, then the parties shall be entitled to submit this matter for dispute resolution pursuant to Section 7.12 below.
- d. Until the organization releases the former member's capital contribution and provides the distribution defined in Section 7.9(b), the former member or his or her estate shall be entitled to receive monthly accountings upon written demand.
- e. Until the organization releases the former member's capital contribution and provides the distribution defined in Section 7.9(b), the organization and its managers shall owe a fiduciary duty to the former member or his or her estate and must act in a manner reasonably designed to further the purpose of the organization without imperiling the debt owed former members or their heirs.
- f. Former members or their heirs are expressly barred from participating in the management of the business and affairs of the organization in any manner.

Section 7.11 Right to Continue Organization Upon Termination of Membership.

The remaining members of the organization may continue the business of the organization upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the organization.

Section 7.12 Dispute Resolution.

If a controversy arises out of or relates to this Article, or the breach thereof, that cannot be settled through negotiation, the parties agree first to try in good faith to settle the dispute by mediation administered by a mediator qualified to provide this service by the Florida Bar. Should mediation fail, then the controversy or claim shall be settled by arbitration administered by a three-member panel of the American Arbitration Association under its Commercial Arbitration Rules, and

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judgment on the award rendered by the arbitrators may be entered in any Florida court. Each party shall bear its own fees and costs.

Section 7.13 Indemnification. The organization shall indemnify its members, former members, and their heirs to the full extent permitted by law.

ARTICLE VIII
MANAGERS

Section 8.1 Number. This organization shall have three (3) managers initially. The number of managers may be increased or diminished from time to time upon the unanimous written agreement of the members.

Section 8.2 Qualifications. Each manager must be either one of the initial members identified in Section 7.2 or an additional member pursuant to Section 7.3.

Section 8.3 Election. The managers are to be elected on an annual basis. Each member shall be given a number of ballots equal to the total number of manager positions that need to be filled. The manager positions shall be filled by the members who receive the greatest number of votes until all of the manager positions have been filled. If more than one member receives the same number of votes, the manager positions shall be filled by these members on the basis of seniority as defined pursuant to Section 7.5.

Section 8.4 Powers. The managers shall have the power to: adopt, alter, amend, or repeal regulations for the organization unless such regulations have been put into place pursuant to Section 7.6; contract a debt or incur a liability by or on behalf of the organization provided the managers are in unanimous agreement about such debt or liability; convey or acquire title to property in the name of the organization; and regulate the distribution of the organization's net worth to its members, former members, and former member's heirs.

Section 8.5 Initial Managers. The name and street address of the initial managers of the organization are:

<u>Name</u>	<u>Address</u>
Gary S. Brooks	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131
Bruce G. Hermelee	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131
Alan G. Geffin	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131

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Section 8.6 Indemnification. The organization shall indemnify its managers to the full extent permitted by law.

ARTICLE IX

DISSOLUTION

Section 9.1 Dissolution. The organization shall be voluntarily dissolved pursuant to Chapter 608, Florida Statutes, only upon the unanimous written agreement of all of its members.

ARTICLE X

ORGANIZATION

Section 10.1 Name and Address. The name and street address of the organizer of this limited liability company is:

<u>Name</u>	<u>Address</u>
Bruce G. Hermelee	25 S.E. Second Avenue, Suite 1135 Miami, Florida 33131

IN WITNESS WHEREOF, the organizer has executed these Articles on the 31st day of January, 2000.

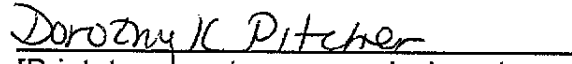


 BRUCE G. HERMELEE

Sworn to and subscribed before me this 31st day of January, 2000.



 Signature of NOTARY PUBLIC
 STATE OF FLORIDA

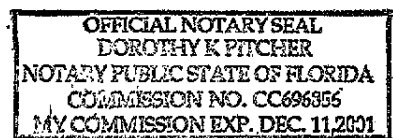


 [Print, type or stamp commissioned name of Notary Public]

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 00 FEB - 1 PM 1:45
 APPROVED
 AND
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Date My Commission Expires

Affiant is personally known to me or
 produced _____
as identification.



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ALAN G. GEFFIN

Dated: January 31, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA