

L02000017337

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000164331 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
02 JUL 10 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 JUL 11 AM 8:13

DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

EFFECTIVE DATE
7/8/02

BK

LIMITED LIABILITY COMPANY

verley & dansh L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

4

H02000164331

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

We, the undersigned, in order to form a limited liability company under and pursuant to the provisions of the laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Organization.

ARTICLE I

The name of the Limited Liability Company is **Verley & Dansoh L.L.C**

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is: **2600 Douglas Road, Suite 1100, Coral Gables, Florida 33134**, and additional or substitute offices may be upon from time to time by the parties.

ARTICLE III

DEBORAH S. VERLEY AND RICHARD O. DANSOH, herewith agree that the purpose and general nature of the business shall be as follows:

- A. To provide legal services
- B. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this limited liability company, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description, and to exercise any and all powers, either as member, agent or broker, conferred by the Laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE IV

The effective date of the limited liability company shall be **July 8, 2002** and shall continue until dissolved either by mutual agreement or by operation of law.

ARTICLE V

Books of account of the transactions of the company shall be kept at the principal place of business of the limited liability company. The books of account of the limited liability company shall be available for inspection at all times to the members. Each member shall be required to report all transaction related to the limited liability company business promptly and accurately.

H02000164331

ARTICLE VI

The existence of this limited liability company shall be perpetual.

ARTICLE VII

Dissolution of this limited liability company occurs upon the death, retirement, resignation, bankruptcy or expulsion of a member, unless all the remaining members consent to continue the business. Dissolution also occurs if the company has fewer than two members. Thereupon the remaining member shall act as trustee and shall promptly wind up the affairs of the company.

ARTICLE VIII

The initial limited liability company capital shall be Ten Thousand & no/100 Dollars (\$10,000.00). The members will contribute as follows: Deborah S. Verley shall hold 51% shares and contribute a capital of Five Thousand One Hundred & no/100 Dollars (\$5,000.00) and Richard O. Dansoh shall hold 49% shares and contribute a capital of Four Thousand Nine Hundred & no/100 Dollars (\$4,900.00).

ARTICLE IX

The members shall share in profits and losses in the same proportion as their capital contributions. No interest shall be paid on capital contributions. No member shall have the right to demand repayment of their capital contribution unless the same is through a dissolution of the limited liability company and a winding up of its affairs.

ARTICLE X

Every year the members shall determine the net profit and loss of the limited liability company and the same shall be divided in the same proportion as contribution of capital. The members, may by a majority vote, agree to distribute any surplus or may allocate surplus to the capital account of each member.

ARTICLE XI

The name and the Florida street address of the registration agent are:

Deborah S. Verley
2600 Douglas Road, Suite 1100
Coral Gables, Florida 33134

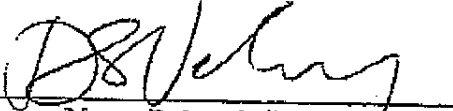
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and

FILED
JUL 10 2002
AM 8:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7/8/02

H02000164331

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 that position pursuant to Chapter 603, F.S.


Name: Deborah S. Verley

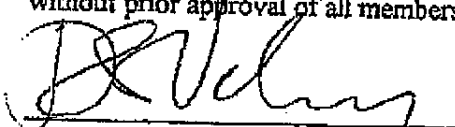
FILED
02 JUL 10 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII

The Limited Liability Company is a member-managed company. Each member shall have the right to manage the affairs of the limited liability company in the ordinary course of it's business and the decision of a majority-in-interest of members shall be controlling. However, no member shall have the authority to:

- a) Confess judgement against the limited liability company;
- b) Borrow on the credit of the company or guarantee the debts of others with the company's credit except for minor transactions under \$5,000.00 for regular operating expenses of the company;
- c) Convey substantially all of the limited liability company assets

without prior approval of all members.


Deborah S. Verley, Esquire


Richard O. Dansoh, Esquire

EFFECTIVE DATE
7/8/02

H02000164331