L05000063358

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

300048680943

06/21/05--01025--026 **133.75

L05-63358

POLIN & ASSOCIATES

Alan J Polin PA
Suite 601
3300 University Drive
Coral Springs, FL 33065

Tel 954 345 3408
Fax 954 345 3902

alanpolin@polinlaw.com

June 20, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: **Articles of Organization**
ARC HOLDINGS, LLC

Dear Sir or Madam:

Enclosed are the original signed Articles of Organization for the above limited liability company, together with my firm's check in the amount of $133.75 which represents the following:

1. $100.00 - Filing Fee
2. 25.00 - Registered Agent Fee
3. 8.75 - Certified Copy Fee

Please file the Articles of Organization and return the certified copy to me in the enclosed Federal Express envelope.

Very truly yours,

Polin & Associates

Alan J. Polin

AJP/ed

cc: Richard Sapienza, Jr.

F:\ALAN\LETTERS\Corporate.ltr.wpd

ARTICLES OF ORGANIZATION
FOR
ARC HOLDINGS, L.L.C.

a Florida Limited Liability Company (FS § 608.407)

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I.

NAME. The name of this company shall be:

ARC HOLDINGS, L.L.C.

ARTICLE II.

PRINCIPAL OFFICE. The principal place of business or mailing address of this company shall be:

ARC Holdings, LLC
540 West Avenue, Unit 1011
Miami Beach, Florida 33139

ARTICLE III.

DURATION/CONTINUATION. The period of this company's duration shall be **perpetual**, unless terminated be the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT. The name and address of the initial registered agent and office of this company is as follows:

Richard Sapienza, Jr.
540 West Avenue, Unit 1011
Miami Beach, Florida 33139

ARTICLE V.

ADMISSION OF ADDITIONAL MEMBERS and TERMS AND CONDITIONS OF SUCH ADMISSIONS. Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

ARTICLE VI.

RIGHT TO CONTINUE BUSINESS. The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VII.

MANAGEMENT OF COMPANY. The business of the Company shall be managed by a manager or managers. The name(s) and address(es) of the manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name(s)	*Address(es)*
Richard Sapienza, Jr.	540 West Avenue, Unit 1011, Miami Beach, FL 33139
Darlene Sapienza	540 West Avenue, Unit 1011, Miami Beach, FL 33139

ARTICLE VIII.

AMENDMENT OF ARTICLES. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX.

REGULATIONS OF THE COMPANY. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE X.

INFORMAL ACTION OF MEMBERS. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records).

ARTICLE XI.

CONTRACTING DEBT. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

ARTICLE XII.

TRANSFERABILITY OF MEMBER'S INTEREST. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

Having been named as registered agent to accept service of process for the above stated limited liability company, 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. ***IN WITNESS WHEREOF***, the undersigned Incorporator(s) has/have executed these Articles of Organization this 11 day of June, 2005.

Richard Sapienza, Jr./Registered Agent — Date 6/1/05

Richard Sapienza, Jr.,
Member or Authorized Representative — Date 6/1/05

Darlene Sapienza

Darlene Sapienza,
Member or Authorized Representative — Date 6/1/05

STATE OF New York)
) ss:
COUNTY OF Suffolk)

BEFORE ME, the undersigned authority, personally appeared, to me known to be the person who executed the foregoing Articles of Organization, and they acknowledge to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of June, 2005.

Notary Public

Tracy Bongiorni

My Commission expires: 7/17/06

F:\CORPORAT\ArticlesOrganization-ARC Holdings, LLC.wpd

TRACY BONGIORNI
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN SUFFOLK COUNTY
NO. 01B06046045
MY COMM. EXP. JULY 17, 2006