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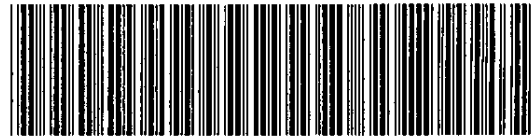
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11 JAN 25 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: 739 AURELIA, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOEL H. FELDMAN
Name of Person

FELDMAN & SCHNEIDERMAN, PL
Firm/Company

401 CAMINO GARDENS BLVD.
Address

BOCA RATON, FL 33432
City/State and Zip Code

BOCAEXPERT @ AOL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOEL H. FELDMAN at (561) 392-4400
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION
OF
739 AURELIA, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. We declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

ARTICLE ONE
NAME; PRINCIPAL PLACE OF BUSINESS;
MAILING ADDRESS OF BUSINESS

The name of the limited liability company shall be 739 AURELIA, LLC, with its principal office at c/o Vince Mele, 2601 S. Bayshore Drive, PH 1-A, Coconut Grove, FL 33133, but it shall have authority to establish such other offices at any other locations as its members may designate. The mailing address of the limited liability company shall be PO Box 273700, Boca Raton, FL 33427-3700.

ARTICLE TWO
POWERS AND PURPOSES

The limited liability company is authorized to conduct and transact any and all business lawful in the State of Florida for limited liability companies. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act which a limited liability company may not exercise or perform under Florida law.

ARTICLE THREE
EXERCISE OF POWERS

All limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of two-thirds (2/3) of the members of the company.

ARTICLE FOUR
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are:

SHELDON JAFFEE	c/o Vince Mele
Managing Member	2601 S. Bayshore Drive
	Penthouse 1-A
	Coconut Grove, FL 33133

The members may delegate to any or all of its members, in the Regulations of the limited liability company, such management authority as the members may determine to be in the best interest of the limited liability company, subject to the provisions of Florida law, as amended from time to time.

ARTICLE FIVE
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by a vote of two-thirds (2/3) of the members. Contributions of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of seventy-five percent (75%) of the members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of seventy-five (75%) of the remaining members.

ARTICLE SIX
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 shall be paid to the limited liability company by each member named herein. Additional capital contributions will be made as required for investment purposes, as determined by two-thirds (2/3) of the members. All members shall make equal contributions to the company.

ARTICLE SEVEN
PROFITS AND LOSSES

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company which remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of execution of these Articles of Organization as written below.

B. *Losses.* All losses that occur in the operation of the limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE EIGHT
DURATION

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE NINE
INITIAL REGISTERED OFFICE AND
INITIAL REGISTER AGENT

The address of the initial registered office of the limited liability company is 401 Camino Gardens Blvd., Boca Raton, FL 33432. The name of the initial registered agent at that address is JOEL H. FELDMAN.

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 document, 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 as provided for in Chapter 608, F.S.



JOEL H. FELDMAN, Registered Agent

ARTICLE TEN
EFFECTIVE DATE

The effective date of these Articles of Organization will be as of the date written below.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of this limited liability company. In accordance with Florida Statute §608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statute §817.155.

EXECUTED by the undersigned at Boca Raton, Florida this 21 day of January, 2011.



SHELDON JAFFEE