# BEDZOW, KORN & KAN, P. A.

ATTORNEYS AT LAW **SUITE 201** 20803 BISCAYNE BOULEVARD AVENTURA, FLORIDA 33180 TELEPHONE (305) 935-6888

RULLY TO P.O. Box roto HALLANDALE, FLORIDA DOG

(BROWARD) (305) 523-6001

# 500000 32 TELECOPILES MAIN (305) 936-9502 REAL BSTATE (305) 936-9502 LITTIGATION (305) 936-2795

ALAN J. KAN (1947 - 1994)

February 15, 1995

VIA FEDERAL EXPRESS Florida Department of State 409 East Gaines Street Tallahassee, Florida 32399

MICHAEL DEDZOW

GARY A. KORN

GARY L. DROWN

PAUL R. LIPTON GEORGE A. MINSKI

RICHARD C. WOLLE

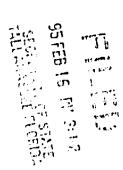
RUMICCA S. TRINKLER ALAN B. SCHNEIDER MEAL II. LECTINDE DAVID C. JACOISON JANNEER LEVIN NEAL L. SKLAR

SHELLEY L. BERKOWITZ

Horizon Pharmaceutical Research Registration of Fictitious Name WIIICeR, L.C. Annual Report

Articles of Organization of L.A.W. Hallandale 30, L.C. Articles of Organization of L.A.W. Coral Springs, L.C.

Our File Nos: 2250, 10, 2250, 7 and 2250, 8



# Gentlemen and/or Madam:

With regard to the above-referenced matters, enclose please find the following:

- Application for Registration of Fictitious Name of Horizon Pharmaceutical Research along with check in the amount of \$60.00 for the required filing fees and certificate of status;
- Annual Report of WHICeR, L.C. along with a check in the amount of \$247.50 for the required filing fee and for a certificate of status:
- Articles of Organization of L.A.W. Hallandale 30, L.C. along with a check in the amount of \$293.75 representing the required filing fees, a stamped copy of the aforesaid Articles and for a certificate of good standing;
- Articles of Organization of L.A.W. Coral Springs, L.C. along with a check in the amount of \$293.75 representing the required filing fees, a stamped copy of the aforesaid Articles and for a certificate of good standing;

We thank you in advance for your prompt attention to filing these documents. Please return the respective certificates and stamped copies of the Articles to the undersigned. Should you have any questions or require any additional information, please let me know.

For the Firm

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ABS/rtc Enclosures Laurence A. Weiss ABS/357.1/32462.01/nc

# ARTICLES OF ORGANIZATION OF L.A.W. HALLANDALE 30, L.C.

The undersigned initial member of L.A.W. HALLANDALE 30, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of figure Company, hereby forms a limited liability company under the laws of the State of Florida.

# ARTICLE I. COMPANY NAME

The name of this Company is:

L.A.W. HALLANDALE 30, L.C.

# ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of organization.

# ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

Post Office Box 8020 Hallandale, Florida 33008-8020

# ARTICLE IV. STREET ADDRESS OF COMPANY

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

3530 North 45th Avenue Hollywood, Florida 33021

# ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

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

MICHAEL BEDZOW, ESQ.
BEDZOW, KORN & KAN, P.A.
20803 Biscayne Boulevard
Suite 200
Aventura, Florida 33180
(305) 935-6888

# ARTICLE VI. 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 of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers 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 managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

# ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignce 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 of all of the membership interests of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the membership interests of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

# ARTICLE VIII. DISSOLUTION OF COMPANY

Upon 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 in the Company, the Company shall be dissolved unless the other membership interests elect to continue the Company either upon the affirmative vote of a majority of all of the other membership interests of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the other membership interests of the Company, and so long as there remains at least two (2) members of the Company.

# ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until his successors are elected and qualify.

Initial Manager:

Address:

LAURENCE A. WEISS

3530 North 45th Avenue

Hollywood, Florida 33021

# ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of such member's contribution to capital except as provided in the Company's Regulations then in existence.

# ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the membership interests of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the membership interests of the Company.

# ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the membership interests of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the membership interests of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this Maday of February, 1995.

INITIAL MEMBER:

Laurene a. Weese

# CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Section 608.415 of the Florida Limited Liability Company Act:

Having been appointed registered agent of L.A.W. HALLANDALE 30, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated:

February 15, 1995

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act the undersigned, as an officer and authorized representative of the initial member of L.A.W. HALLANDALE 30, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

- 1. The Company has at least two members.
- 2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$1,000.00

3. The anticipated amount of additional capital contributions to the Company to be made by the members will consist of property other than cash and the value therefor as agreed by the Members will be as follows:

Description of Property: Commercial real property located at: 2940-2956 Southwest 30th Avenue Hallandale, Florida 33009

. . . . . . . . . . . .

Agreed Value: \$1,400,000.00, subject to an existing mortgage against the Property

4. There have been no contributions to the Company made by the members other than eash contributions or real property.

#### FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of the initial member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: February /s<sup>-</sup>, 1995

INITIAL MEMBER:

LAURENCE A. WEIS:

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this \( \) day of February, 1995, by LAURENCE A. WEISS, Affiant, who is personally known to me or has produced \( \frac{1/9}{1/9} \) as identification, and who did take an oath.

My Commission Expires:

Notary Public, State of Florida

Print Name:

ABS/2250.7/31779.01/rtc



Limited Liability Company Will Be Dissolved On Or

2nd NOTICE: After August 21, 1996, If Dissolved, Minimum Amount Due To Reinstate: \$730.75 LLORIDA DEPARTMENT OF STATE LIMITED LIABILITY COMPANY Sandra 3, Mortham George y of blade DIVISION OF CORPORATIONS ANNUAL REPORT 1996 FILING FEE Namual Report \$100.00 • \$136.76 Corporation Supplemental Fee • \$2600 LATE FEE

S 263.75 Make Chock Payable To: FLORIDA DEPARTMENT OF STATE

1 Pares and Manage Audious
of Limited Limited Company

DOCUMENT # L95000000132 1s. Priocipal Place of Dusionss Address L.A.W. HALLANDALE 30, L.C. 3530 NORTH 45TH AVENUE P.O. BOX 8020 HOLLYWOOD FL 33021 HALLANDALE FL 33008-8020 If allown making address is second, I in any way. The through incorrect information and notor correction in this k 2a 3a. State of Formation 1. Unto Organized or Qualified 2a. Mailing Address 2 Principal Place of Business FL u2/16/1995 X Applied For Burto, Apt. 4, etc. 4. FET Number Serio, Apt. #, etc. Not Applicable City & State City & State 6. Cortificate of Status Desired 5. Unto of Last Report Country SE 75 Additional Fee Required Country 8. Name and Address of New Registered Agent 7. Name and Address of Current Registered Agent BELLOW, MICHAEL BELLOW, KORN & KAN, P.A. Stront Address (P.O. Box Number is Not Acceptable) 20803 BISCAYNE BLVD., STE. 200 2000001877412 -06/27/96--01003--011 Suito, Apt. #, nlc AVENTURA FL 33180 \*\*\*\*2630000 \*\*\*\*263.75 FL 9. Pursuant to the provisions of Sections 608 416 and 608,508, Florida Statutes, the above-named limited liability company aubmits this statement for the purpose of changing e. Exception to the provincies of Sections does not take does not relieve among, the interest interest interest in the purpose of configuration of the province of a majority of the members. Thereby accept the appointment its registered affice or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. Thereby accept the appointment as registered agent, and accept the obligations \_\_ DATE \_ They down Award Acceptory Acceptored to 18011. They should Agent separate informal absorbance latery. SIGNATURE .. City, State and Zip Code Business Street Address Managing Members/Managers 10. Titto HOLLYWOOD FL 8530 NORTH 45TH AVENUE WEISS, LAURENCE A MGR

11 1 do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. 11 Too nereby certify that the information supplied with this litting is voluntarily turnished and does not qualify for the example of sale of the same legal effect as if made under onth; that I am a liturater certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under onth; that I am a managing member or manager of the limited hability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an appearment with an address

SIGNATURE:

Day to the break of