

1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-4100
904-222-4300 FAX

800-342-8086

19600000197



ACCOUNT NO. : 0721000000

REFERENCE : 843297 11692A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 12, 1996

ORDER TIME : 11:12 AM

ORDER NO. : 843297

CUSTOMER NO: 11692A

CUSTOMER: Edmond L. Sugar, Esq.
EDMOND L. SUGAR, P. A.

950 South Federal Highway

Hollywood, FL 33020

800001722898
-02/23/96--01058--016
****285.00 ****285.00

FILED
96 FEB 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: VERES INVESTMENT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS: _____

~~196-1976~~

RECEIVED
96 FEB 12 PM 12:09
DIVISION OF CORPORATION

T. BROWN FEB 21 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MICROBROKER, L.C.
Ref. Number: W96000001976

We have received your document for MICROBROKER, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The signatures on the Affidavit must be notarized.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9700.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 196A00003445



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1996

File per needed

CSC-NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VERES INVESTMENT, L.C.
Ref. Number: W96000001976

RESUBMIT + 2/20

We have received your document for VERES INVESTMENT, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

✓ The signatures on the Affidavit must be notarized on the Affidavit.

Please return the enclosed check for \$285.00 or a newly issued check with your corrected document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00006253

RECEIVED
96 FEB 20 PM 2:01
DIVISION OF CORPORATIONS

**ARTICLE OF ORGANIZATION FOR
VERES INVESTMENT, L.C.**

FILED
96 FEB 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Limited Liability Company is Veres Investment, L.C.

ARTICLE II

ADDRESS

The mailing address for the company is 6301 Collins Avenue, #2703, Miami Florida 33140 and the street address of the principal office of the Limited Liability Company is 940 Lincoln Rd., Miami Beach, Florida 33139.

ARTICLE III

MEMBERS

The company shall have two initial members, **GYORGY VERES** and **FERENC VERES**. The number of members may be increased from time to time in a manner provided by the regulations, but shall never be less than two.

ARTICLE IV

PURPOSE

The company is organized for the purpose of transacting any and all lawful business, with such powers to do all things necessary to carry out its business and affairs.

ARTICLE V

DURATION/CONTINUATION

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the

Company's duration shall be perpetual, unless terminated by 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 terminated 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 forgoing events.

ARTICLE VI

MANAGEMENT

The Limited Liability Company is to be managed by the members, whose names and addresses are:

GYORGY VERES - 940 Lincoln rd., Miami Beach, FL 33139

FERENC VERES - 940 Lincoln rd., Miami Beach, FL 33139

MICROBROKER Rt. - Huvosvolgyi Ut 75/a, 1021 Budapest Hungary

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon unanimous written consent by all members.

Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VIII

POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the company. This article may be amended from time to time in accordance with the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE IX

REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager 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 regulation may not be altered, amended or repealed by the manager.

ARTICLE X

AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, 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 also be signed by the member to be added.

IN WITNESS WHEREOF, the undersigned members have executed these articles of organization this ____ day of February, 1996.

V. Veres
GYORGY VERES

F. Veres
FERENC VERES

MICROBROKER Rt.

BY: V. Veres
GYORGY VERES, PRESIDENT

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing articles of organization was sworn to and subscribed to before me by GYORGY VERES & FERENC VERES, this 2 day of February, 1996, who:

- is/are personally known by me;
- produced current Florida Driver's License(s) as identification;
- produced PASSPORT as identification.



Barbara Ottesen
SIGNATURE OF NOTARY
BARBARA Ottesen
PRINTED NAME OF NOTARY
MY COMMISSION EXPIRES:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of **VERES INVESTMENT, L.C.**, deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$50,000.00.

3. If any, the agreed value of property other than cash contributed by members is \$0.00.

4. The total amount of cash or property anticipated to be contributed by members is \$50,000.00. This total includes amounts from 2 and 3 above.

V. Veres

GYORGY VERES

F. Veres

FERENC VERES

MICROBROKER Rt.

BY: V. Veres

GYORGY VERES, PRESIDENT

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing was sworn to and subscribed to before me by **GYORGY VERES INDIVIDUALLY AND AS PRESIDENT AND FERENC VERES**, this 8 day of February, 1996, who:

- () is/are personally known by me;
- () produced current Florida Driver's License(s) as identification;
- (x) produced PASSPORT as identification.



Barbara Ottesen

SIGNATURE OF NOTARY
BARBARA A. OTTESEN

PRINTED NAME OF NOTARY
MY COMMISSION EXPIRES: 3-22-96

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

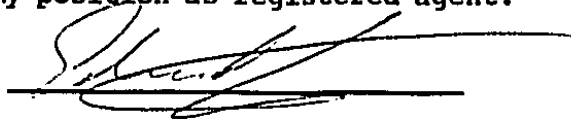
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **VERES INVESTMENT, L.C.**

2. The name and address of the registered agent and office is:

**EDMOND L. SUGAR, ESQUIRE
950 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FL 33030**

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 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.



February 8, 96
DATE

FILED
96 FEB 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA