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TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



networks

L96000001044

PROXIMA FILE

ACCOUNT NO. : 072100000658 CORPORATION

REFERENCE : 106403 80420A

AUTHORIZATION :

COST LIMIT : \$ 389.50

Patricia Pyant

ORDER DATE : October 2, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 106403

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, esq  
ROSENBERG REISMAN & STEIN

200001962742

1 S.e. Third Avenue  
Suite 2600  
Miami, FL 33131

File 2nd

DOMESTIC FILING

NAME: LOST CLASSICS BOOK COMPANY  
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

Dmc 10/3/96

W-20837  
KR 10.2

FILED  
96 OCT -2 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

October 2, 1996

**CSC NETWORKS**  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**SUBJECT: LOST CLASSICS BOOK COMPANY L.C.**  
Ref. Number: W96000020837

We have received your document for LOST CLASSICS BOOK COMPANY L.C. and the authorization to debit your account in the amount of \$389.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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.

Kimberly Rolfe  
Document Specialist

Letter Number: 996A00045125

RECEIVED  
96 OCT -3 AM 10: 01  
DIVISION OF CORPORATION

**RESUBMIT**  
Please give original  
submission date as file date.



RECEIVED  
OCT 3 PM 3:07  
DIVISION OF CORPORATION

**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 3, 1986

**CSC NETWORKS**  
**1201 HAYS STREET**  
**TALLAHASSEE, FL 32301**

**SUBJECT: LOST CLASSICS BOOK COMPANY L.C.**  
**Ref. Number: W96000020837**

We have received your document for **LOST CLASSICS BOOK COMPANY L.C.** and the authorization to debit your account in the amount of **\$389.50**. However, the document has not been filed and is being returned for the following:

Please give us the total amount of cash and property contributed by the members.

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) 487-6923.

**Doris McDuffie**  
Corporate Specialist Supervisor

Letter Number: 496A00045239

**RESUBMIT**  
Please give original  
submission date as file date.

**FILED**

96 OCT -2 PM 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF**

**LOST CLASSICS BOOK COMPANY L.C.**

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes:

**ARTICLE I**

The name of this limited liability company shall be:

**Lost Classics Book Company L.C.**

**ARTICLE II**

The duration of this limited liability company shall be perpetual.

**ARTICLE III**

This limited liability company is organized for the purpose of engaging in the transaction of any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by a limited liability company under said law.

This limited liability company shall have the same powers as an individual to do all things necessary to carry out any and all of its business and affairs, including, without limitation, all powers now and hereafter authorized under the laws of the United States and State of Florida.

**ARTICLE IV**

The mailing address of this limited liability company is P. O. Box 3429, Lake Wales, Florida 33859-3429 and the street address of the principal office of this limited liability company is c/o George D. O'Neill, Jr., Mountain Lake, Lake Wales, Florida 33859.

#### ARTICLE V

The initial members of this limited liability company and their addresses are as follows:

George D. O'Neill, Jr.  
Mountain Lake  
Lake Wales, FL 33859

and

George D. O'Neill  
Room 5432  
30 Rockefeller Plaza  
New York, New York 10112

The agreed value of cash and property other than cash contributed to this limited liability company by the members is as follows:

George D. O'Neill, Jr.	51%	\$ 70,122.64
George D. O'Neill	49%	\$ 67,372.73

None of the members are required to make any other additional capital contributions.

#### ARTICLE VI

Donald S. Rosenberg shall be the initial registered agent of this limited liability company and his street address is Suite 2600, One Southeast Third Avenue, Miami, Florida 33131.

#### ARTICLE VII

The admission of new members to the limited liability company other than by transfer from an existing member shall be permitted upon such terms and conditions as may be approved by a majority vote of the profit and loss sharing ratios of the members. The admission of new members to the limited liability company by transfer from an existing member shall be only upon the unanimous vote of the members.

#### ARTICLE VIII

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall be dissolved; provided, the remaining member may continue the business of the limited liability company by unanimous agreement.

#### ARTICLE IX

The management of the limited liability company is reserved to the members who shall vote in proportion to their profit and loss sharing ratios. A vote of the majority of the profit and loss sharing ratios of the members shall be binding upon this limited liability company. The names and addresses of the members are set forth in Article V hereof. All instruments or documents with respect to the acquisition, mortgage or disposition of property of this limited liability company, including, without limiting generality of the foregoing, the execution of any deeds, mortgages, leases, releases, contracts of every nature including leases, and contracts for construction maintenance, repair, and operation of property, shall be valid and binding upon this limited liability company if executed by any one of the members.

#### ARTICLE X

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

#### ARTICLE XI

The limited liability company shall be dissolved on the happening of any of the following events:

(1) The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided for in Article VIII.

(2) The unanimous agreement of the members.

#### ARTICLE XII

These Articles, except with respect to vested rights of the members, may be amended at any time by a vote of a majority of the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 13th day of September, 1996.

  
\_\_\_\_\_  
GEORGE D. O'NEILL, JR.  
Member

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 13th day of September, 1996, by GEORGE D. O'NEILL, JR., as a member of LOST CLASSICS BOOK COMPANY L.C., who is personally known to me.

NOTARY PUBLIC:

Sign: *Shirley J. Whitfield*

Print: *SHIRLEY J. WHITFIELD*

STATE OF FLORIDA AT LARGE (SEAL)

My Commission Expires:

OFFICIAL NOTARY SEAL  
SHIRLEY J. WHITFIELD  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC340429  
MY COMMISSION EXP. JAN. 6, 1998

FILED

CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE

96 OCT -2 PM 3:29

OF

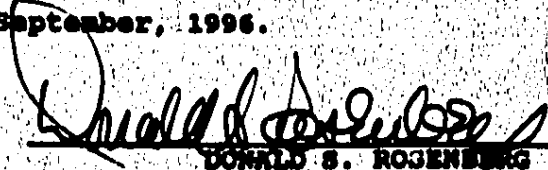
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT

LOST CLASSICS BOOK COMPANY L.C., desiring to organize as a limited liability company pursuant to Florida Statutes, with its registered office, as indicated in its Articles of Organization, has named Donald S. Rosenberg, Suite 2600, One Southeast Third Avenue, Miami, Florida 33131, as its registered agent within the state.

Having been named registered agent for the above stated limited liability company at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative thereto.

Dated this 13th day of September, 1996.

  
DONALD S. ROSENBERG



**AFFIDAVIT PERTAINING TO LIMITED LIABILITY COMPANY**

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the Undersigned authority, personally appeared GEORGE D. O'NEILL, JR. (called "Affiant"), who being by me first respectively duly sworn, deposes and says:

1. Affiant is a member of Lost Classics Book Company L.C., a Florida limited liability company in process of being registered with Florida Department of State.

2. Lost Classics Book Company L.C. has at least two (2) members and the cash and agreed value of property other than cash contributed by the members is as follows:

a) George D. O'Neill, Jr. - \$70,122.64 representing the agreed value of property contributed (books, office equipment, computers, supplies and organizational costs and expenses).

b) George D. O'Neill - \$67,372.73 - cash.

3. The members are not required to make any additional contribution to capital of the limited liability company.

4. The total amount of cash and property contributed is \$137,495.37.

  
GEORGE D. O'NEILL, JR.

SWORN TO AND SUBSCRIBED before me this 13th day of September, 1996 by GEORGE D. O'NEILL, JR., who is personally known to me.

NOTARY PUBLIC:

Sign:   
Print: SHIRLEY J. WHITFIELD  
STATE OF FLORIDA AT LARGE (SEAL)  
My Commission Expires:

