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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/12/98--01086--001  
\*\*\*337.50 \*\*\*337.50

SUBJECT: Von Morgen, L.C.

(Proposed company name – must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check For:

\$285.00  
Filing Fee  
& Designation of Agent

\$337.50  
Filing Fee  
& Certified Copy

Additional Copy Required

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 25 PM 3:58

FILED

FROM: Baur, Woodbridge, Reus & Klein, P.A.  
Name (printed or typed)

Attn: Thomas Baur

100 N. Biscayne Blvd., 21<sup>st</sup> Fl.  
Address

Miami, FL 33132-2304  
City, State & Zip

(305) 377-3561  
Daytime Telephone Number

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Officer	DCC

NOTE: Please provide the original and one copy of the articles.

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W980000013642

BAUR, WOODBRIDGE, REUS & KLEIN, P.A.

ATTORNEYS AT LAW

THOMAS BAUR, J.D., M.C.L., J.C.B.  
ADMITTED IN FLORIDA AND IN THE  
FEDERAL REPUBLIC OF GERMANY

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CHRISTOPHER J. KLEIN, J.D.

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ADMITTED IN FL, NY, D.C.

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LIC. EN DERECHO (MADRID, SPAIN)

OF COUNSEL

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JEFFREY A. BERNSTEIN, J.D.

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ADMITTED IN THE FEDERAL REPUBLIC OF  
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PROF. WILLIAM H. NEWTON, III, J.D.

DALE F. WEBNER, J.D.

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NAPLES, FLORIDA 34102  
TELEPHONE: (941) 434-0046

June 17, 1998

Diane Cushing  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

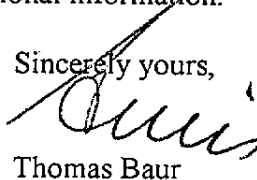
Re: Von Morgen L.C.  
Letter Nounber: 198A00033140

Dear Ms. Cushing:

Enclosed please find the Affidavit you requested for the filing of Von Morgen  
L.C.

Please feel free to call if you need any additional information.

Sincerely yours,



Thomas Baur

TB/hb  
encl.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 15, 1998

THOMAS BAUR  
BAUR WOODBRIDGE REUS & KLEIN, P.A.  
100 N BISCAYNE BLVD., 21ST FL  
MIAMI, FL 33132-2304

SUBJECT: VON MORGEN, L.C.  
Ref. Number: W98000013642

We have received your document for VON MORGEN, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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 and a description 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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 198A00033140

**ARTICLES OF ORGANIZATION**

**Von Morgen, L.C.**

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is Von Morgen, L.C. (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) fifteen (15) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Baur, Woodbridge, Reus & Klein, P.A., Attn: Thomas Baur, Esq. The street address of the initial registered agent of the Company is New World Tower, 21st floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Place of Business and Principal Office.** The Company's place of business is c/o Baur, Woodbridge, Reus & Klein P.A., 100 North Biscayne Boulevard, Suite 2100, New World Tower, Miami, Florida 33132. and mailing address
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by each member is as follows: Gert Elfering: \$990.00; Fritz Egner: \$ 10.00 No additional contributions have been agreed upon.
7. **Additional Members.** The members shall not have the right to admit additional members to the Company except as otherwise provided in the Company's Operating Agreement.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time properly to reflect any additional contributions or withdrawals by the members. The names and addresses of the initial managing members are as follows:

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TALLAHASSEE, FLORIDA

Name

Address

Gert Elfering

1839 W. 24<sup>th</sup> Street  
Miami Beach Florida 33140

/

Fritz Egner

2000 Williams Island Boulevard  
Unit # 2807  
Aventura, Florida 33160

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TALLAHASSEE, FLORIDA

**10. Regulations and Operating Agreement.** At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the members of this Company if decided by majority vote. The members of the Company also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

**11. Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

**12. Transfer of Interest.** No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members, subject, however, to the terms of any members agreement governing such transfer of interest.

**13. Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

**14. Amendments.** These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 9<sup>th</sup> day of June, 1998.

  
Gert Elfering

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

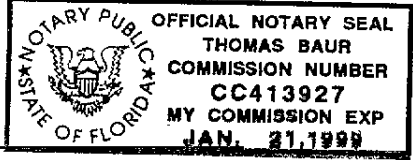
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of June, 1998, by Gert Elfering, member of Von Morgen, L.C., a Florida Limited Liability Company.

He is personally known to me.

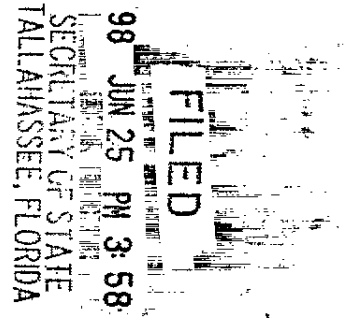
He has produced identification.

Type:

and  did /  did not take an oath



NOTARY PUBLIC  
State of Florida at Large  
Commission No.  
My Commission Expires:



VON MORGEN, L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, President of Baur, Woodbridge, Reus & Klein, P.A. having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 11<sup>th</sup> day of June, 1998.



Thomas Baur

President of Baur, Woodbridge, Reus & Klein, P.A.

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TALLAHASSEE, FLORIDA

Von Morgen, L.C.

A Florida Limited Liability Company

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of Von Morgen, L.C. certifies:

- 1. The above-name Limited Liability Company has at least two members.
- 2. The total amount of cash contributed by the members is : \$ 1,000.00
- 3. There is no property other than cash contributed by any of the members.
- 4. The total amount of cash and property contributed and anticipated to be contributed by members is: \$1,000.00

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 TALLAHASSEE, FLORIDA




\_\_\_\_\_  
 Thomas Baur, Esq.  
 Authorized Representative of Member Gert Elfering

STATE OF FLORIDA                    )  
   ) ss:  
 COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of June, 1998, by Thomas Baur, authorized representative of Gert Elfering (Member of Von Morgen, L.C., a Florida Limited Liability Company).

He is personally known to me, and did not take an oath.

  
 \_\_\_\_\_  
 Notary Public  
 State of Florida at large  
 My commission expires:

OFFICIAL NOTARY SEAL  
 HELGA E BUFFINGTON  
 NOTARY PUBLIC STATE OF FLORIDA  
 COMMISSION NO CC444767  
 MY COMMISSION EXP. APR 26,1999