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LIMITED LIABILITY COMPANY

MARDER & GONZALEZ, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$337.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 28, 1999

GUNSTER, YOAKLEY, ETAL

SUBJECT: MARDER & GONZALEZ, LLC
REF: W99000012568

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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

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Cathy Mitchell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
MARDER & GONZALEZ, LLC**

The undersigned, an individual and an attorney at law duly licensed to render professional services as such in the State of Florida, hereby adopts the following Articles of Organization for the purpose of forming a professional limited liability company under the laws of Florida.:

Article I
Name

The name of the limited liability company is MARDER & GONZALEZ, LLC.

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business

The general nature of the business to be transacted by this company is:

- (a) To engage in every phase and aspect of the business of rendering to the public the same professional services that an attorney at law duly licensed under the laws of the State of Florida

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

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is authorized to render, but such professional services shall be rendered only through the company's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the state of Florida to practice law in this State.

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above described professional services.

(c) To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Organization or any amendment hereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the company and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this company is formed, and to have all the powers conferred upon this company by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Services Corporation Act,

Article IV
Mailing Address

The mailing address and the street address of the Company's initial principal office is:

200 East Las Olas Boulevard
Suite 1440
Ft. Lauderdale, Florida 33301

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Article V
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 200 East Las Olas Boulevard, Suite 1440, Ft. Lauderdale, Florida 33301, and the name of the initial registered agent of this Company at that address is Lisa Gonzalez-Goetz, Esq.

Article VI
Share Certificates

(A) Each Member's interest in the Company may, in the discretion of the Managing Member, be evidenced by a membership or share certificate. The amount of capital which the initial Members have committed as their initial capital contribution is Two Hundred Fifty Dollars (\$250.00). Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Company's Regulations. Membership Interests shall be divided into Class A and Class B membership interests as set forth in

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the Company's Regulations.

(B) The shares of the Company shall be issued only to an individual or individuals duly licensed or otherwise legally authorized to practice law in the State of Florida.

(C) No Member of this Company may transfer, sell or assign his or her shares in the Company to any other person except as provided for in the Company's Regulations.

(D) No Member of this Company shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his membership interests.

Article VII
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Managing Member or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VIII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations.

Article IX
Management

(a) Number. This Company shall be managed by a Managing Member who shall be appointed by the members in accordance with the Regulations of the Company.

(b) Initial Managing Member. The names and street addresses of the initial Managing Member of the company are:

Names Street Addresses

Lilli W. Marder

200 East Las Olas Boulevard
Suite 1440
Ft. Lauderdale, Florida 33301

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Article X
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Lisa Gonzalez-Goetz, Esq.

Dated: May 14th, 1999

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THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
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2 South Biscayne Boulevard
Miami, Florida 33131
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AFFIDAVIT

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

BEFORE ME, a Notary Public, personally appeared LILLI W. MARDER ("Affiant"), the managing member of MARDER & GONZALEZ, LLC, a professional limited liability company ("MARDER & GONZALEZ"), who, deposes and states that:

1. MARDER & GONZALEZ has at least one member.
2. The total initial capital contributions and anticipated capital of the initial members of MARDER & GONZALEZ is One Thousand Dollars (\$1000.00).
3. Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the members.

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FURTHER AFFIANT SAYETH NAUGHT.

Lilli W. Marder

LILLI W. MARDER

The foregoing instrument was acknowledged before me this 14th day of May, 1999, by LILLI W. MARDER, who is personally known to me or has produced Fla. Driver's License #M636-539-33-647-0 as identification.

[Signature]

Notary Public, State of Florida at Large

My Commission Expires:



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