

L99000005257

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
TALLAHASSEE

99 AUG 24 AM 11:00

LIMITED LIABILITY COMPANY

BANKS INVESTMENTS, L.L.C.

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August 18, 1999

COHEN, CHASE & HOFFMAN

SUBJECT: BANKS INVESTMENTS, L.L.C.
REF: W99000019154

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

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
~~Fletcher Bldg., 6th Floor~~
Tallahassee, FL 32399-0350
(850) 410-9111.

Suite 636

Ann. KATHY RYAN

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (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) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000020628
Letter Number: 999A00041641

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ARTICLES OF ORGANIZATION
OF
BAI INVESTMENTS, L.L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby states the following:

Article I

Name

The name of the Limited Liability Company is BAI INVESTMENTS, L.L.C.

Article II

Duration

The period of duration for the Limited Liability Company shall be perpetual.

Article III

Address

The street address of the principal office and the mailing address of the Limited Liability Company is as follows:

1211 South Military Trail
Deerfield Beach, FL 33442-7632

This instrument prepared by:
Joseph Barry Schimmel, Esquire - FBN 989533
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156

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Article IV

Registered Agent

The name and street address of the initial registered agent for service of process on the Limited Liability Company is as follows:

David P. Banks
1211 South Military Trail
Deerfield Beach, FL 33442-7632

Article V

Management

The Limited Liability Company is to be managed by the members. The name and address of the managing member is as follows:

BANKS ASSOCIATES, INC., a Florida corporation
1211 South Military Trail
Deerfield Beach, FL 33442-7632

The execution of these Articles of Organization by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned, this 20th day of August, 1999.

BANKS ASSOCIATES, INC., a member

By: David P. Banks
DAVID P. BANKS,
authorized representative

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STATEMENT OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT ACCEPTING THE APPOINTMENT AS REGISTERED AGENT.

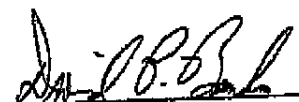
1. The name of the limited liability company is: BAI INVESTMENTS, LLC.
2. The name and address of the registered agent and office is:

DAVID P. BANKS
(Name)

1211 South Military Trail
(P.O. box not acceptable)

Deerfield Beach, FL 33442-7632
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated above, 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 as provided for in Chapter 608, Florida Statutes.


DAVID P. BANKS

8/20/99
DATE

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BAI INVESTMENTS, LLC, certifies:

- 1) The above-named limited liability company has at least one member.
- 2) The total amount of cash contributed by the member(s) is \$0.
- 3) The agreed value of property other than cash contributed by members is \$ N/A.
- 4) The total amount of cash or property contributed and anticipated to be contributed by members is \$ 803,500.00.

The execution of this Affidavit by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

BANKS ASSOCIATES, INC., a member

By: David P. Banks
DAVID P. BANKS,
authorized representative

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