



L99000005272

ACCOUNT NO. : 072100000032

REFERENCE : 351859 7137273

AUTHORIZATION :

COST LIMIT : *Patricia Piquet* \$1285.00

ORDER DATE : August 24, 1999

ORDER TIME : 12:21 PM

ORDER NO. : 351859-005

CUSTOMER NO: 7137273

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CUSTOMER: Eric M. Sauerberg, Esq  
ERIC M. SAUERBERG, P.A.  
ERIC M. SAUERBERG, P.A.  
Suite 400  
712 U.s. Highway One  
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: SEBAH HOLDINGS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

*54  
8-24-99*

**ARTICLES OF ORGANIZATION OF**

**SEBAH HOLDINGS, -L.L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

**ARTICLE I**

The name of this limited liability company is SEBAH HOLDINGS, L.L.C.

**ARTICLE II**

This limited liability company shall have perpetual existence from the effective date of filing these Articles with the Department of State unless sooner terminated as provided in the Operating Agreement.

**ARTICLE III**

The mailing address and street address of the principal place of business of this limited liability company is 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408. This limited liability company may, at its discretion, change the address of its principal place of business.

**ARTICLE IV**

The name and street address of the initial registered agent of this limited liability company is FRED C. COHEN, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

**ARTICLE V**

The management of this limited liability company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Operating Agreement. The name and mailing address of the manager is ALAIN ARMAND SEBAH, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

**ARTICLE VI**

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the manager.

**ARTICLE VII**

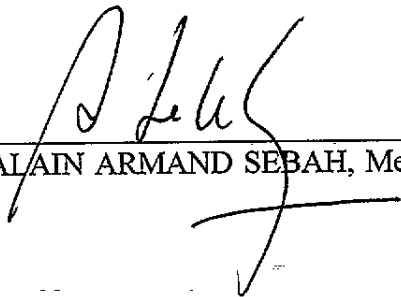
The business of this limited liability company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company,

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unless all the managers and a majority in interest of the remaining members consent to the continuation of the business of the limited liability company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company.


IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 21st day of August, 1999.


  
ALAIN ARMAND SEBAH, Member

STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 21st day of August, 1999, by ALAIN ARMAND SEBAH, who is personally known to me or who has produced   N/A   as identification and who did ( ) or did not (X) take an oath.

Executed this 21st day of August, 1999.

  
Signature of Notary  
Printed Name: Eric M. Sauerberg  
My Commission Expires:  
My Commission Number:

 Eric M Sauerberg  
My Commission CC813382  
Expires March 1, 2003

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF**

SEBAH HOLDINGS, L.L.C.

COMES NOW <sup>SEBAH HOLDINGS</sup> ~~L.L.C.~~, a Florida limited liability company (the "LLC"), by the sole member, ALAIN ARMAND SEBAH, which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LLC has one member.
2. The amount of capital contributions of the sole member is one hundred dollars (\$100).
3. The anticipated amount of the capital contributions of the sole member is three hundred and eighty-five thousand dollars (\$385,000) cash and property with a value of zero dollars (\$0) for a total anticipated amount of three hundred and eighty-five thousand dollars (\$385,000).

FURTHER AFFIANT SAYETH NOT.

Dated: August 21, 1999.


*A. Sebah*  
 ALAIN ARMAND SEBAH, Member

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 TALLAHASSEE, FLORIDA

STATE OF FLORIDA            )  
   )  
 COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 21st day of August, 1999, by ALAIN ARMAND SEBAH, who is personally known to me or who has produced *MA* as identification and who did ( ) or did not () take an oath.

Executed this 21<sup>st</sup> day of August, 1999.

 Eric M Sauerberg  
 My Commission CC813382  
 Expires March 1, 2003

*[Signature]*  
 Signature of Notary  
 Printed Name: *Eric M Sauerberg*  
 My Commission Expires:  
 My Commission Number:

**CERTIFICATE DESIGNATING REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.061 and Chapter 608.407 Florida Statutes, the following is submitted:

That SEBAH HOLDINGS, L.L.C., a Florida Limited liability company, with its registered office at 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408, has named FRED C. COHEN, at the above address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.


By: *Fred C. Cohen*  
FRED C. COHEN,  
Registered Agent

STATE OF FLORIDA                    )  
  )  
COUNTY OF PALM BEACH        )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 21st day of August, 1999, by FRED C. COHEN who is personally known to me or who has produced *HLK* as identification and who did ( ) or did not () take an oath.

Executed this 21st day of August, 1999.

 Eric M Sauerberg  
My Commission CC813382  
Expires March 1, 2003

*[Signature]*  
Signature of Notary  
Printed Name: Eric M. Sauerberg  
My Commission Expires:  
My Commission Number: