

Charter Number Only

L 96 000000030

12/27/95 GINA

Requestor's Name  
McCormick & Koretzky  
Address  
111 SW 3 ST. Penthouse  
MIAMI, FL 33130  
City State ZIP Phone

358 8600

VALIDATION ONLY

FILED  
95 JAN -4 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900001686099  
-01/11/96--01013--009  
\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

EFFECTIVE DATE  
12-28-95

Randolph Building, L.C.

- |                                              |                                             |                                                             |
|----------------------------------------------|---------------------------------------------|-------------------------------------------------------------|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                             |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                               |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report      | <input checked="" type="checkbox"/> Other Limited Liability |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent         |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal             |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call If Problem    | <input type="checkbox"/> After 4:30                         |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Will Wait          | <input type="checkbox"/> Mail Out                           |
| <input checked="" type="checkbox"/> Walk In  | <input checked="" type="checkbox"/> Pick Up |                                                             |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSEY JAN 9 1995

RECEIVED  
DEC 28 AM 10:21  
OFFICE OF CORPORATION  
TOLL FREE: 1-800-432-3028



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

December 28, 1995

**EMPIRE**

**TALLAHASSEE, FL 32301**

**SUBJECT: RANDOLPH BUILDING, L.C.**  
**Ref. Number: W95000025061**

We have received your document for RANDOLPH BUILDING, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

**PLEASE COMPLETE THE ENCLOSED FORM AND RETURN TO THIS OFFICE. RETURNING YOUR CHECK FOR \$285.00.**

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6904.

**Freida Chesser**  
Corporate Specialist

Letter Number: 595A00055561

**RECEIVED**  
**96 JAN -9 AM 10:02**  
**DIVISION OF CORPORATION**

ARTICLES OF ORGANIZATION OF  
RANDOLPH BUILDING, L.C.

ARTICLE I

NAME

The name of this Limited Liability Company is RANDOLPH BUILDING, L.C.

EFFECTIVE DATE  
12-28-95

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of 30 years commencing on December 28, 1995.

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95 JAN -4 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of owning real property and such other business as may be agreed on by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 1065 Kane Concourse, Bay Harbor Island, Florida 33154, and such other place or places as the members from time to time may determine with a mailing address c/o Joseph E. Velasco, M.D., 8818 Hawthorne Ave., Surfside, FL 33154.

The initial Registered Agent of the Limited Liability Company shall be Edward J. McCormick, Esq., whose address is 111 SW Third Street, Miami, Florida 33130.

ARTICLE V

CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of five hundred dollars

(\$500.00) which will be contributed by the members in the following amounts:

NAME	%
Joseph E. Velasco	50%
Jose E. Gilbert	50%

No member shall be entitled to receive interest on his contribution to capital.

#### ARTICLE VI

##### MANAGEMENT OF BUSINESS

All members shall have equal rights in the management or conduct of the Limited Liability Company. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

#### ARTICLE VII

##### REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations 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 these regulations shall be vested in the members of this company if decided by a two-thirds majority vote.

#### ARTICLE VIII

##### PROPERTY

Real or personal property originally bought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of the Limited Liability Company.

#### ARTICLE IX

##### MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice at times and places selected

by the members. Special meetings may be called by a majority in interest of all members after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice.

Minutes shall be kept of all regular and special meetings.

#### ARTICLE X

##### TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

#### ARTICLE XI

##### PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member in the same proportion according to his pro rata interest in the company.

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate share pursuant to Article V.

#### ARTICLE XII

##### ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members.

#### ARTICLE XIII

##### WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

#### ARTICLE XIV

#### DISSOLUTION

a) Causes of Dissolution. This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members unanimously give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) Right to Continue Business. The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) Payment if Limited Liability Company is Continued. If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) Value of Member's Interest. The value of a member's interest in the Limited Liability Company shall be computed by (a) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution and to his subsequent capital contributions.

e) Winding Up and Liquidation. On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities

in the following order:

- 1) Amounts owing to creditors other than members.
- 2) Amounts owing to members other than for capital and profits.
- 3) Amounts owing to members in respect to capital.
- 4) Amounts owing to members in respect to profits.

#### ARTICLE XV

##### NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

#### ARTICLE XVI

##### 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, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these articles of organization on  
1995.

JOSEPH VITASCO

Name:

Joseph E. Vitasco  
signature

8818 Hawthorne Ave. Surfside, Fl. 33154

JOSE E. GILBERT

Name:

Jose E. Gilbert  
signature

1140 Kane Concourse - Third Floor  
Bay Harbor Islands, Fl 33154-2075

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED  
96 JAN -4 PM 2:45  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of \_\_\_\_\_

RANDOLPH BUILDING, L. C.

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 500.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_.  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ \_\_\_\_\_.
- 5) the total amount of 2, 3, and 4 is \$ 500.00 .

Joseph E. Valasco

I HEREBY ACCEPT AS REGISTERED  
AGENT.

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated herein are true.)



Mailing Address for:

RANDOLPH BUILDING, L.C.  
c/o Joseph E. Velasco, M.D.  
8818 Hawthorne Avenue  
Surfside, Fl. 33154

FILED  
96 JAN -4 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILE NOW: Fee after May 1, will be \$263.75**

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra H. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

**FILING FEE**  
**\$ 238.75**

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

**Make Check Payable To: FLORIDA DEPARTMENT OF STATE**

1. Name and Mailing Address  
of Limited Liability Company

**DOCUMENT #L96000000030**

RANDOLPH BUILDING, L.C.  
C/O JOSEPH E VELASCO M.D.  
8818 HAWTHORNE AVE  
SURFSIDE FL 33154

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

1a. Principal Place of Business Address

1065 KANE CONCOURSE  
BAY HARBOR ISLAND FL 33154

3. Date Organized or Qualified

3a. State of Formation

12/28/1995

FL

4. FEI Number

☒ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

MCCORMICK, EDWARD J  
111 SW THIRD STREET  
MIAMI FL 33130

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code

**FL**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent and accept the obligations.

SIGNATURE

DATE 2-14-96

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MEM VELASCO, JOSEPH

8818 HAWTHORNE AVE

SURFSIDE FL

MEM GILBERT, JOSE E

1140 KANE CONCOURSE 3RD FL

BAY HARBOR ISL. FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Joseph Velasco

2-28-96 (305) 866-7341