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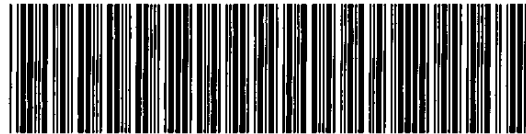
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B. McKnight JUN 05 2006

*Law Offices of*  
**FREDERICK C. BRAUN, P.A.**  
*950 North Federal Highway, Suite 100*  
*Pompano Beach, Florida 33062*

*Telephone (954) 942 - 2246*

*Facsimile (954) 942-2241*

May 24, 2006

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

Re: Articles of Organization for INNOVATIVE MARKETING CONSULTANTS, LLC

Dear Sirs or Madames:

Please find enclosed herewith the original Articles of Organization for INNOVATIVE MARKETING CONSULTANTS, LLC to be filed with your offices. I have enclosed herewith a money order in the required amount of \$125.00 for filing fees. I have also enclosed a copy of these Articles so that upon filing you may return a stamped copy to my attention.

Thank you in advance for your time and assistance in this matter. If you have any questions or comments in connection with this request, please do not hesitate to call on me.

Very truly yours,



Frederick C. Braun, Esq.

FCB/rw

encl.

Cc: client

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**ARTICLES OF  
ORGANIZATION OF**

**INNOVATIVE MARKETING CONSULTANTS, LLC.**

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The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Limited Liability Company shall be INNOVATIVE MARKETING CONSULTANTS, LLC. The mailing address and the street address of the principal office of the Limited Liability Company is: 580 Village Boulevard, Suite 210, West Palm Beach, Florida 33409. The Limited Liability Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted under the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

**ARTICLE III**

**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority-in-interest vote of the members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

This Limited Liability Company shall be a manager-managed company. It shall be managed by one or more managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until a successor(s) is/are elected and qualified as follows:

<b>MANAGER'S NAME</b>	<b>COMPLETE ADDRESS</b>
David Liporace	580 Village Blvd., Suite 210, West Palm Beach, Fl 33409
Stephanie Burlakoff	580 Village Blvd., Suite 210, West Palm Beach, Fl 33409
Barry Wolpert	580 Village Blvd., Suite 210, West Palm Beach, Fl 33409

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the Limited Liability Company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits. Profits and losses shall be allocated on the basis of the agreed value, as stated in the records of the Limited Liability Company, of the contributions made by each member to the extent such contributions have been received by the Limited Liability Company and have not been returned. The distributive share of the profits shall be determined and paid to the members annually.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the same manner as the allocation of profits.

## **ARTICLE VIII**

### **DURATION**

This Limited Liability Company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the articles or regulations adopted by the members.

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the Company's initial registered agent is: David Liporace, 580 Village Blvd., Suite 210, West Palm Beach, Florida 33409.

## **ARTICLE X**

### **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles is David Liporace, 580 Village Blvd. Suite 210, West Palm Beach, Florida 33409.

  
David Liporace, Authorized Representative

The undersigned, being a member or the authorized representative of a member of the Limited Liability Company, has executed these Articles of Organization of INNOVATIVE MARKETING CONSULTANTS, LLC this 23 day of May, 2006.



David Liporace, Authorized Representative

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: May 23, 2006.



David Liporace  
Registered Agent

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