

LD8000053597

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

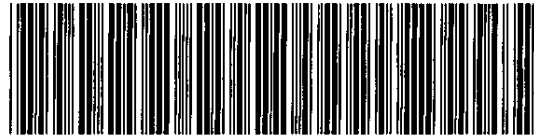
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LAW OFFICES  
**GARY R. SASLAW, P.A.**  
20801 BISCAYNE BOULEVARD  
SUITE 304  
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW  
OF COUNSEL  
WILLIAM J. SEGAL

(305) 682-0200  
FAX: (305) 682-1800  
E-MAIL: GRS@GRSPA.COM

May 22, 2008

**VIA FEDERAL EXPRESS**

Secretary of State  
Clifton Building  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

Re: Biscayne Retail, L.L.C.

Gentlemen:

Please find enclosed 2 executed originals of the Articles of Organization of Biscayne Retail, L.L.C. I have also enclosed a check in the amount of \$155.00 to cover the following:

|   |              |
|---|--------------|
| Filing Articles of Organization . . . . . | \$ 100.00    |
| Registered Agent Fee . . . . .            | 25.00        |
| Certified Copy Fee . . . . .              | <u>30.00</u> |
| TOTAL . . . . .                           | \$155.00     |

Please return a certified copy of the Articles of Organization in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

bsv:gs

Enclosures

**ARTICLES OF ORGANIZATION**

**OF**

**BISCAYNE RETAIL, L.L.C.**

**(A FLORIDA LIMITED LIABILITY COMPANY)**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**ARTICLE 1**

**Name**

The name of the limited liability company is **BISCAYNE RETAIL, L.L.C.** (the "Company").

**ARTICLE 2**

**Principal Office**

The initial mailing address and street address of the principal office of the Company is: 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180.

**ARTICLE 3**

**Duration**

The duration of the Company shall begin with the date of filing of Articles of Organization with the Secretary of State of the State of Florida, and shall be perpetual, or until the Company is sooner terminated in accordance with the terms of these Articles of Organization, the Company's Operating Agreement, or as otherwise provided by law.

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TALLAHASSEE, FLORIDA**

#### **ARTICLE 4**

##### **Purpose**

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable 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 5**

##### **Members**

The Company shall have at least one member and may admit additional members in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

#### **ARTICLE 6**

##### **Capital Contributions**

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

#### **ARTICLE 7**

##### **Members Rights to Continue Business**

In the event of the resignation, expulsion, bankruptcy, or dissolution of a member of the Company, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall continue in existence and the remaining members may continue the business of the Company unless the majority-in-interest of the then remaining members consent in writing to the dissolution of the Company.

#### **ARTICLE 8**

##### **Indemnification**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.


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TALLAHASSEE, FLORIDA

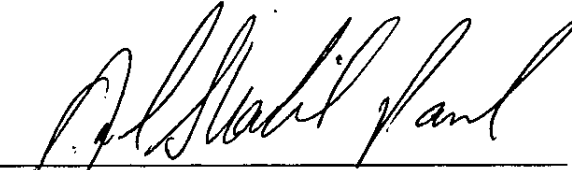
**ARTICLE 9**

**Initial Registered Office and Agent**

The street address of the registered office of this corporation is 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180 and the name of the initial registered agent of this Corporation at that address is William J. Segal, Esq.

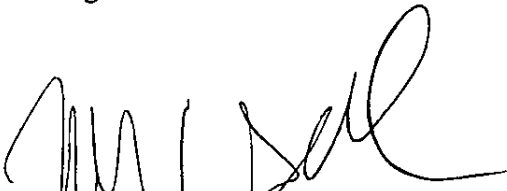
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 22 day of May, 2008.

  
\_\_\_\_\_  
JOSEPH PANAH, Member  
SHAKIB

  
\_\_\_\_\_  
JACOB SHAKIB-PANAH, Member

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

Dated: May 22, 2008

  
\_\_\_\_\_  
WILLIAM J. SEGAL, ESQ., Registered  
Agent

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TALLAHASSEE, FLORIDA