

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SEMS, L.L.C.

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*****125.00 *****125.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ☒ L.C. File *Photo*
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

W-2202

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

LM

1-25

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RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

VB
F27-00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 2000

CAPITAL CONNECTION, INC.

SUBJECT: JEMSS, L.L.C.
Ref. Number: W00000002262

We have received your document for JEMSS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 600A00003738

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF JEMSS, L.L.C.

I, the undersigned hereby certify that the members described in Article IV have associated themselves 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. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be JEMSS, L.L.C.

ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, develop, or manage all personal or real property and/or any business; good will, rights, assets, and liabilities of any person, firm, association, or corporation; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
ASST.
CLERK

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of Sixty-Five Thousand (\$65,000.00) Dollars shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by a consent of the majority of the members. Members will make contributions in equal shares.

ARTICLE IV LIMITED LIABILITY COMPANY POWERS AND MANAGEMENT

This limited liability company shall be managed by the members. 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. The names and address of the members is as follows:

Steve Sager
1159 SE 6th Court
Dania, Florida 33004;

Sergio Rok and Brigitt Rok, his wife, as tenants by the entireties
48 East Flagler Street, Penthouse 105
Miami, FL 33131;

Marvin Sager and Syd Sager, his wife, as tenants by the entireties
4160 SW 149th Terrace
Miramar, Florida 33027

Evan R. Marbin and Sherrie Marbin, his wife, as tenants by the entireties
48 East Flagler Street, Penthouse 104
Miami, FL 33131

Javier Holtz and Andria Holtz, his wife, as tenants by the entireties
94 LaGorce Circle
Miami Beach, Florida 33141

This article may be amended from time to time in the regulations of the limited liability company by a vote of all the members of the limited liability company.

ARTICLE V DURATION

This limited liability company shall exist until the date 30 years from the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be 48 East Flagler Street, Penthouse 104, Miami, Florida 33131.

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STATE OF FLORIDA
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FILED

**ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 48 East Flagler Street, Penthouse 104, Miami, Florida 33131 and the name of its initial registered agent at such address is Evan R. Marbin, Esquire.

**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by a consent of all of the members of the limited liability company. 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 a written consent of the majority of the members.

Upon 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 upon a consent of the majority of such remaining members.

The undersigned, being one of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of JEMSS, L.L.C.

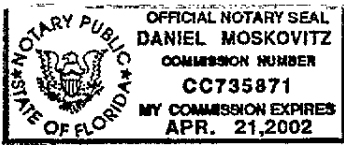
Executed by the undersigned this 25 day of January, 2000.


SERGIO ROK, Member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me personally appeared **Sergio Rok** personally known to me, or who produced _____ as identification, and who is the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 25 day of **January, 2000**.



Daniel Moskovitz
NOTARY PUBLIC DANIEL MOSKOVITZ
STATE OF FLORIDA AT LARGE

HAVING BEEN NAMED IN THE ARTICLES OF ORGANIZATION FOR JEMSS, L.L.C. TO BE THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 608.415, FLORIDA STATUTES.

PLEASE PRINT/TYPE NAME :

Evan R Marbin

SIGNATURE:

Evan R Marbin
(Registered Agent)

DATE 1/25/00

RECEIVED
JAN 27 09:11:12
TALLAHASSEE, FLORIDA