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GREGG J. BREITBART  
ATTORNEY AT LAW

ADMITTED IN  
FLORIDA  
NEW YORK

6245 S. FEDERAL HIGHWAY  
SUITE 300  
FORT LAUDERDALE, FL 33308  
PHONE: (954) 453-6200  
FAX: (954) 453-6211  
EMAIL: GREGG@WORLDCORPFX.COM

April 7, 2000

Via Federal Express

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-04/10/00--01111--018  
\*\*\*155.00 \*\*\*155.00

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: CFM Management Group, LLC

Ladies and Gentlemen:

Enclosed is the original and one copy of Articles of Organization prepared to effect the formation of the above-referenced limited liability company. Also enclosed is our check in the amount of One hundred fifty five 00/100 Dollars (\$155.00) in payment of the following fees:

Filing Fee	\$	100.00
Registered Agent Fee		25.00
Certified Copy		<u>30.00</u>
Total	\$	155.00

FILED  
00 APR 19 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A return Federal Express envelope is enclosed for your convenience in responding.  
Thank you for your cooperation with this matter.

Very truly yours,



Gregg J. Breitbart

Name Availability	
Document Examiner	DCC
Director	DCC
Secretary	DCC
W. P. Verifier	DCC
Enclosures	DCC
W. P. Verifier	DCC

32 must sign  
effective date

7 pages

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 13, 2000

GREGG J. BREITBART  
6245 S. FEDERAL HIGHWAY, SUITE 300  
FORT LAUDERDALE, FL 33308

SUBJECT: CFM MANAGEMENT GROUP, LLC  
Ref. Number: W00000009772

We have received your document for CFM MANAGEMENT GROUP, LLC and your check(s) totaling \$155.00. 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.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on April 10, 2000. Please amend your document accordingly.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 800A00020315

**ARTICLES OF ORGANIZATION  
OF  
CFM MANAGEMENT GROUP, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
APR 19 AM 9:30  
TALLAHASSEE, FL 32309  
SECRETARY OF STATE

The undersigned, acting as organizer and as a member or authorized representative of a member of CFM MANAGEMENT GROUP, LLC under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I.  
NAME**

The name of this limited liability company (the "Company") is **CFM MANAGEMENT GROUP, LLC**.

**ARTICLE II.  
ADDRESS**

The mailing and street address of the principal office of the Company shall be 6245 N. Federal Highway, Suite 300, Ft. Lauderdale, FL 33308.

**ARTICLE III.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be 6245 N. Federal Highway, Suite 300, Ft. Lauderdale, FL 33308, and the registered agent for the Company at that address shall be Gregg Breitbart, Esq.

**ARTICLE IV.  
COMMENCEMENT AND DURATION**

Except as provided in the Company's Operating Agreement (the "Operating Agreement"), the duration of the Company shall be perpetual and shall commence on April 17 2000.

**ARTICLE V.**  
**PURPOSE AND POWERS**

This Company is organized with a general business purpose, except as limited by the Operating Agreement, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE VI.**  
**MANAGEMENT**

The Company is to be managed by one or more managers. The name and address of the initial manager is set forth below. The manager shall serve as manager until the first annual meeting of members or until his successor is elected and qualified. No member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

CFM Limited  
Reid House  
31 Church Street  
Hamilton, Bermuda HM12

**ARTICLE VII.**  
**ADMISSION OF NEW MEMBERS**

The Manager may admit new Members, in its discretion, provided that each new Member assents to the terms of and executes the Operating Agreement, if any, then in existence.

**ARTICLE VIII.**  
**RIGHT OF ASSIGNEE TO BECOME A MEMBER**

The Manager may permit an assignee of a Member's interest to become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, in the Manager's discretion, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX.**  
**AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

**ARTICLE X.**  
**REGULATIONS**

Members may adopt, alter, amend or repeal regulations or any provision thereof upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

**ARTICLE XI.**  
**DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

**ARTICLE XII.**  
**AMENDMENT OF OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Operating Agreement may only be amended by a vote of the Members who hold at least a majority of the then-outstanding membership interests of the Company.

**ARTICLE XIII.**  
**RELATIONSHIP OF ARTICLES OF ORGANIZATION  
TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

**ARTICLE XIV.  
RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or Operating Agreement, if any, then in existence.

**ARTICLE XV.  
MEMBERSHIP INTERESTS**

Each member's rights (including, without limitation, voting rights, profit distribution, loss allocation and liquidation rights) shall be in proportion to that member's respective Membership Interest as evidenced by one or more Membership Certificates issued by the Company to the member.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization this 17 day of April, 2000.

CFM MANAGEMENT GROUP, LLC, by its initial  
member and manager, CFM LIMITED

By: \_\_\_\_\_

Name: Peter Leighton

Title: Authorized Representative

**FILED**  
00 APR 19 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE  
OF  
CFM MANAGEMENT GROUP, LLC**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is CFM MANAGEMENT GROUP, LLC.
2. The name and address of the registered agent and office are Gregg J. Breitbart, Esq., 6245 N. Federal Highway, Suite 300, Ft. Lauderdale, FL 33308.

*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.*



\_\_\_\_\_  
Gregg J. Breitbart, Esq.

4/17/00

\_\_\_\_\_  
(Date)

**FILED**  
00 APR 19 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA