

**WITTE & CRAIG, P.A.**

200 SOUTH WEST 24th AVENUE  
POMPANO BEACH, FLORIDA 33062  
(954) 941-5533  
FAX NO. (954) 942-0146

May 17, 2000

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300003258123--0  
-05/18/00--01120-019  
\*\*\*337.50 \*\*\*155.00


Re: Benjamin Frank & Associates, L.L.C.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the executed Articles of Organization of the above-referenced limited liability corporation and the Resident Agent Designation and Acceptance. Also enclosed is our trust account check in the amount of \$337.50 representing the filing fee of \$250.00 for the Articles of Organization, filing fee of \$35.00 for the Designation and Acceptance of the Resident Agent and \$52.50 for a certified copy.

Please file the enclosed and return the certified copy at your earliest convenience. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Very truly yours,

  
Larry F. Witte

/pr  
Enclosures  
cc: Mr. Benjamin Frank

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
E	<i>[Signature]</i>
F	<i>[Signature]</i>
G	<i>[Signature]</i>
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X	<i>[Signature]</i>
Y	<i>[Signature]</i>
Z	<i>[Signature]</i>



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 24, 2000

LARRY F. WITTE  
WITTE & CRAIG, P.A.  
201 SOUTHEAST 24TH AVENUE  
POMPAÑO BEACH, FL 33062

SUBJECT: BENJAMIN FRANK & ASSOCIATES, L.L.C.  
Ref. Number: W00000013454

We have received your document for BENJAMIN FRANK & ASSOCIATES, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

In the articles of organization you refer to an exhibit A in the copy we receive no exhibit a was attached.,

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 400A00029672

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TALLAHASSEE, FLORIDA

**WITTE & CRAIG, P.A.**

*Attorneys at Law*

LARRY F. WITTE  
HUNTER B. CRAIG

201 SOUTHEAST 24th AVENUE  
POMPANO BEACH, FLORIDA 33062  
(954) 941-5533  
FAX NO. (954) 942-0146

May 31, 2000

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Benjamin Frank & Associates, L.L.C.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the executed Articles of Organization of the above-referenced limited liability corporation and the Resident Agent Designation and Acceptance. Please file the enclosed and return the certified copy at your earliest convenience.

Also enclosed is our Application for Refund of overpayment. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Very truly yours,

  
Larry F. Witte

LFW/pr  
Enclosures

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**ARTICLES OF ORGANIZATION**  
**OF**  
**BENJAMIN FRANK & ASSOCIATES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be BENJAMIN FRANK & ASSOCIATES, L.L.C. ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company is 5540 North Ocean Drive, Suite 1A, Singer Island, Florida 33404.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida are Larry F. Witte, Esquire, 201 S.E. 24<sup>th</sup> Avenue, Pompano Beach, Florida 33062.

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## **ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company either in cash or property.

## **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

## **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## **ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

## **ARTICLE IX -- MANAGEMENT**

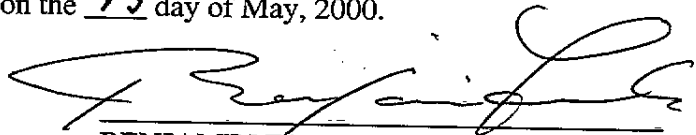
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not

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inconsistent with law or these articles of organization. The name and address of the members of the company are Benjamin Frank, 5540 North Ocean Drive, Suite 1A, Singer Island, Florida 33404.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at ~~Pompano Beach, Florida~~ <sup>MONTREAL, QUEBEC</sup>, on the 15 day of May, 2000.

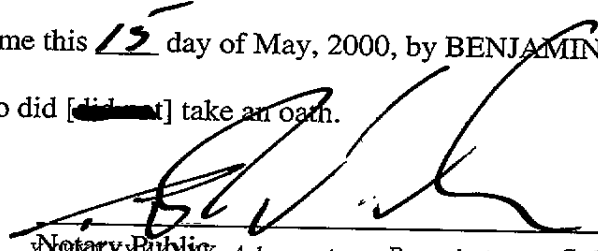
  
BENJAMIN FRANK

~~STATE OF FLORIDA~~ CITY OF MONTREAL

~~COUNTY OF BROWARD~~ PROVINCE OF QUEBEC

The foregoing was acknowledged before me this 15 day of May, 2000, by BENJAMIN FRANK, who is personally known to me and who did ~~[did not]~~ take an oath.

<sup>Commission</sup>  
~~is~~  
My Commission Expires: unlimited

  
~~Notary Public~~ Advocate, Barrister, Solicitor  
T.B. Anthony Malcolm

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, BENJAMIN FRANK & ASSOCIATES, L.L.C, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is BENJAMIN FRANK & ASSOCIATES, L.L.C.

2. The name and street address of the registered agent in Florida are:

LARRY F. WITTE, ESQUIRE  
201 S.E. 24<sup>th</sup> Avenue  
Pompano Beach, Florida 33062

The undersigned, being the person named in the articles of organization of BENJAMIN FRANK & ASSOCIATES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



LARRY F. WITTE, Resident Agent

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TALLAHASSEE, FLORIDA

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