

# 000000007172



ACCOUNT NO. : 072100000032

REFERENCE : 732450 8690A

AUTHORIZATION :

COST LIMIT : \$ 155 *Patricia Payette*

ORDER DATE : June 15, 2000

ORDER TIME : 10:10 AM

ORDER NO. : 732450-010

CUSTOMER NO: 8690A

CUSTOMER: Ms. Grace C. Rodriguez  
BEDZOW KORN BROWN MILLER &  
BEDZOW KORN BROWN MILLER &  
Suite 200  
20803 Biscayne Boulevard  
Aventura, FL 33180

400003297044--0

*Thanks*

DOMESTIC FILING

NAME: DAYTONA COMMERCIAL II L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

- EXT. 1157  
EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

00 JUN 15 PM 3:01

FILED

*26/20*

*6p*

**ARTICLES OF ORGANIZATION  
OF  
DAYTONA COMMERCIAL II L.C.**

The undersigned initial member of DAYTONA COMMERCIAL II L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: DAYTONA COMMERCIAL II L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

307 South 21st Avenue  
Hollywood, Florida 33020

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

307 South 21st Avenue  
Hollywood, Florida 33020

**FILED**  
00 JUN 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

HARVEY BIRDMAN  
305 South 21<sup>st</sup> Avenue  
Hollywood, Florida 33020

FILED  
00 JUN 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

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

An assignee of a member's interest in the Company may 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, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations adopted by the Company.

### **ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon 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, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

### **ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The names and addresses of the initial managers of the Company are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until its successors are elected and qualify.

Initial Manager:  
Address:

HARVEY BIRDMAN  
307 South 21st Avenue  
Hollywood, Florida 33020

Initial Manager:  
Address:

JOHN A. RAINEY  
128 East Granada Boulevard  
Ormond Beach, Florida 32176

FILED  
00 JUN 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### **ARTICLE X. 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 then in existence.

### **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

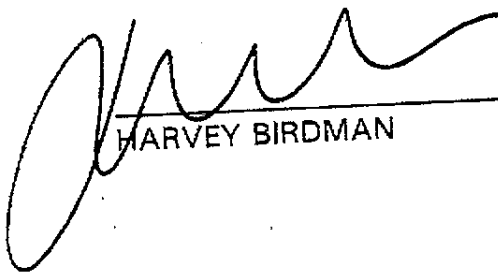
Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**ARTICLE XII. AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations adopted by the Company upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization this 14<sup>th</sup> day of June, 2000.

INITIAL MEMBER:

  
A large, stylized handwritten signature in black ink, appearing to read 'Harvey Birdman', is written over a horizontal line.

HARVEY BIRDMAN

FILED

00 JUN 15 PM 3:01

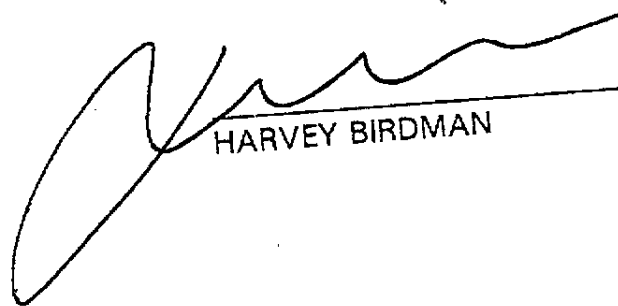
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the  
Florida Limited Liability Company Act:

Having been appointed registered agent of DAYTONA  
COMMERCIAL II L.C. in its Articles of Organization, at the  
place designated in such Articles of Organization, the  
undersigned hereby agrees to act in this capacity and  
affirms that he is familiar with, and accepts, the obligations  
of such position.

Dated: June 14, 2000

  
HARVEY BIRDMAN

**FILED**  
00 JUN 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA