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CAPITAL CONNECTION, INC.

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

RAL Limited Liability Company

W-20314

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\*\*\*\*155.00 \*\*\*\*155.00

MJH

00789-02780-00623-00671

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 18 PM 2:00

☐ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☒ L.C. File Cert \_\_\_\_\_  
☐ 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 \_\_\_\_\_

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00 AUG 17 AM 10:33  
DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by: LM 8/12 10:01

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 17, 2000

CAPITAL CONNECTION, INC.

SUBJECT: RAL LIMITED LIABILITY COMPANY  
Ref. Number: W00000020314

We have received your document for RAL LIMITED LIABILITY COMPANY and your check(s) totaling \$155.00. 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.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 300A00044350

*Correct*

RECEIVED  
00 AUG 18 AM 10:40  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**RAL LIMITED LIABILITY COMPANY  
ARTICLES OF ORGANIZATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 18 PM 2:00

**Article 1 - Name**

The name of the Limited Liability Company is RAL LIMITED LIABILITY COMPANY.

**Article II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is 4009 North Federal Highway, Fort Lauderdale, Florida 33308.

**Article III - Duration**

The period of Duration for the Limited Liability company shall be thirty-five (35) years.

**Article VI - Management**

The Limited Liability Company is to be managed by a manager and the name and address of the manager who is to serve as manager is ANTHONY LaMARCA, 4009 North Federal Highway, Fort Lauderdale, Florida 33308.

**Article V - Admission of Additional Members**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

1. Admission. A person may be admitted as an additional Member by the Majority Vote by Number of the Members (excluding any Member transferring a Membership Interest to the prospective new Member).

1.1. A Member need give no reason for voting not to admit an applicant as a new Member, and a Member may unreasonably withhold his or her agreement to such admission.

1.2. In no event may any person be admitted as a new Member unless that person consents in writing to be bound by this Agreement and pays the LLC a fee not to exceed one thousand dollars (\$1,000.00) to cover costs of preparing, executing and recording all pertinent documents. Absent a Majority Vote by Number of the Members, the individual to whom the Membership Interest was Transferred shall be an assignee and shall be

entitled to share in the profits and losses and distributions to which the assigning Member would have been entitled, but not to participate in the management and affairs of the LLC.

2. Expulsion. Any Member may be expelled from the LLC on the unanimous decision of the other Members. However, the LLC must pay an expelled Member an amount equal to the fair market value of the expelled Member's Membership Interest. The fair market value of an expelled Member's Membership Interest shall be determined by an independent appraisal performed by a professional appraiser selected by the Manager, whose decision in this matter shall be conclusive.

3. Retirement and Resignation. A Member may resign or retire from the LLC only after December 31, 2035, or with the unanimous consent of the Members.

#### Article VI - Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

1. Causes. The LLC shall be dissolved upon any of the following "Dissolution Events":

1.1. The expiration of its stated term;

1.2. The affirmative vote of all of the Members; or

1.3. The adjudication of insanity or incompetence, bankruptcy, or expulsion of a Member, or a Member's retirement or resignation pursuant to the article entitled "Admission, Expulsion, Retirement and Resignation of Members," subject to the provisions of the paragraph of this article entitled "Continuation."

2. Continuation. If, within six (6) months from the adjudication of insanity or incompetence, bankruptcy, or expulsion of a member, the remaining Members agree by Majority Vote by Interest to continue the LLC and there are at least two (2) remaining Members or a new Member is admitted, then:

2.1. The LLC shall not be dissolved and it shall continue under this Agreement.

2.2. If the Dissolution Event was the expiration of the LLC's stated term, the Members shall select a new stated term for

the LLC by Majority Vote by Interest, but at any time after the expiration of the initial stated term of the LLC, any Member may withdraw his or her Capital Account by written request to the Manager, who shall cause the LLC to return that Member's Capital Account within thirty (30) days of the receipt of a written request.

3. Upon Dissolution. Upon its dissolution, the LLC shall end and commence to wind up its affairs. The Members shall continue to share in profits and losses during liquidation as they did before dissolution. The LLC's assets may be sold, if a price deemed reasonable by the Members can be obtained. The proceeds from liquidation of LLC assets shall be applied as follows:

3.1. First, all of the LLC's debts and liabilities to persons other than Members shall be paid and discharged in the order of priority as provided by law;

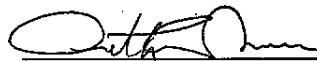
3.2. Second, all debts and liabilities to Members shall be paid and discharged in the order of priority as provided by law;

3.3. Third, all remaining assets shall be distributed proportionately among the Members based on their respective positive Capital Accounts.

4. Gain or Loss. Any gain or loss on the disposition of LLC properties in the process of liquidation shall be credited or charged to the Members in proportion to their respective positive Capital Accounts, except that gain or loss with respect to property contributed to the LLC by a Member shall be shared among the Members so as to take account of any variation between the basis of the property so contributed and its fair market value at the time of contribution, in accordance with any applicable U.S. Treasury regulations. Any property distributed in kind in the liquidation shall be valued and treated as though it were sold and the cash proceeds distributed. The difference between the value of property distributed in kind and its book value shall be treated as a gain or loss on the sale of property, and shall be credited or charged to the Members accordingly.

5. LLC Assets Sole Source. The Members shall look solely to the LLC's assets for the payment of any debts or liabilities owed by the LLC to the Members and for the return of their capital contributions and liquidation amounts. If the LLC property remaining after the payment or discharge of all of its debts and liabilities to persons other than Members is insufficient to return the Members' capital contributions, they shall have no recourse therefor against the LLC or any other Members, except to the extent that such other Members may have outstanding debts or obligations owing to the LLC.

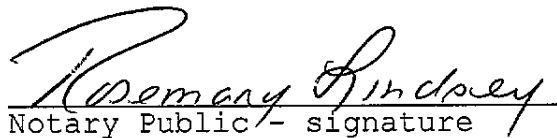
IN WITNESS WHEREOF, ANTHONY LaMARCA has executed this Agreement of Membership, under seal, on the 15th day of August, 1999.

  
ANTHONY LaMARCA  
Member

State of Florida  
County of Broward

The foregoing Articles of Organization and included Affidavit were subscribed and sworn to by ANTHONY LaMARCA (1) who personally appeared before me and (2) who is personally known to me or who produced the identification described below, on the 15th day of August, 2000.



  
Notary Public - signature

ROSEMARY LINDSEY

Notary Public - print name

My commission expires: 06/10/2001

Identification: N/A

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company 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 RAL LIMITED LIABILITY COMPANY.
2. The name and the Florida street address of the registered agent are:

Name: ANTHONY LaMARCA

Florida street address -(P.O. Box is not acceptable):

4009 North Federal Highway, Fort Lauderdale, Florida 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.

  
\_\_\_\_\_  
ANTHONY LaMARCA - Signature