

L00000010543

CAPITAL CONNECTION, INC.

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

415, LLC

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***155.00 ***155.00

MJH

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- L.C. File _____
- ___ 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 _____

EFFECTIVE DATE
8/28/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 31 PM 3:08

① Check Article
VI

Name Availability	
Document Examiner	DCC
Update	DCC
Annual Report	DCC
W. P. Verifier	DCC

Signature _____

Requested by: SJA 8/30/00 10:45
Name Date Time

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: 415, L.L.C.
Ref. Number: W00000021360

We have received your document for 415, L.L.C. 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.

Please delete Article VI.

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: 300A00046404

Corrected

RECEIVED
09 AUG 31 AM 11:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
415, L.L.C.

EFFECTIVE DATE
8/28/00

ARTICLE I

NAME

The name of the limited liability company shall be:

415, L.L.C.

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida, and shall begin its existence as of August 28, 2000.

ARTICLE III

PURPOSE

This limited liability company may engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized..

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address for the principal office of this limited liability company is:
3905 Alton Road, Miami Beach, Florida 33140.

ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 31 PM 3:08

ROSSZ FIU CORPORATION

Spencer Fox, Vice President
Cohen Fox, P.A.
200 South Biscayne Boulevard
20th Floor
Miami, Florida 33131

ARTICLE VI

MANAGEMENT

The limited liability company is to be managed by a manager, and the name and address of such manager who is to serve as manager is:

Alan W. Jacobson

3905 Alton Road
Miami Beach, FL 33140

ARTICLE VII

**RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE
AFTER WITHDRAWAL OF MEMBER**

Members shall have the right to admit new members by unanimous consent. 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 unanimous written consent of all 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 unanimous consent of such remaining members.

ARTICLE VIII

CONTRACTING DEBTS

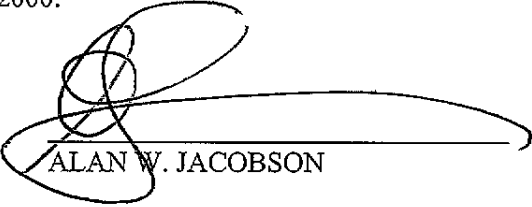
The Manager shall be authorized to incur any liability on behalf of the limited liability company.

ARTICLE IX

INDEMNIFICATION

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

In accordance with Section 608.408(3) F.S., the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this 29 day of August, 2000.


ALAN W. JACOBSON

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent of 415, L.L.C. to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 28 day of August, 2000.

ROSSZ FTU CORPORATION,
a Florida corporation

By: 
SPENCER FOX, VICE PRESIDENT