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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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**LIMITED LIABILITY COMPANY**

**LARRYLAND LLC**

Certificate of Status	0
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ARTICLES OF ORGANIZATION OF LARRYLAND, LLC.

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

ARTICLE I - NAME

The name of the limited liability company shall be  
LARRYLAND LLC.

The principal place of business of the Company in Florida shall be 5901 S.W. 74TH STREET, SUITE 400, MIAMI, FLORIDA 33143.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2099 unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to buy, sell, lease, manage commercial real property, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is James A. Molans, ESQ. at 5901 S.W. 74th Street, Suite 400, S. Miami, Florida 33143.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall each contribute to the capital of the Company the sum of \$100.00.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

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**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of manager, or upon 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 the consent of all the remaining members, provided there are at least two remaining members.

**ARTICLE IX - MANAGEMENT**

The Company shall be managed by a manager 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 inconsistent with law or these Articles of Organization. The name and address of the initial managers of the company are Robert D. Fairless at 2324 N. Miami Ave., Miami, FL 33127 and Larry Mizrach at 18171 S.W. 27th Street, Miramar, FL 33029.

The Company shall be managed by the members in accordance with regulations adopted by the members of the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are: Robert D. Fairless at 2324 N. Miami Ave, Miami, Florida 33127 and Larry Mizrach at 18171 S.W. 27th Street, Miramar, FL 33029.

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STATE OF FLORIDA

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IN WITNESS WHEREOF the undersigned organizers have made and subscribed these Articles of Organization at Miami, Dade County, Florida for the foregoing uses and purposes this 22 day of ~~August~~, 2000.  
SEPTEMBER

*Robert D. Fairless*  
 ROBERT D. FAIRLESS

*Larry Mizrach*  
 LARRY MIZRACH

STATE OF FLORIDA  
 COUNTY OF MIAMI-DADE

Before me personally appeared ROBERT D. FAIRLESS AND LARRY MIZRACH personally known to me, well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it, and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my seal this 22 day of SEPTEMBER, 2000.

*James A. Molans*  
 NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of LARRYLAND, LLC, as the registered agent of this limited liability company, hereby consents to his/her appointment as registered agent of the Company.

*James A. Molans*  
 JAMES A. MOLANS,

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