

LAW OFFICES  
**STEPHEN L. SHOCHET**

CRYSTAL CORPORATE CENTER  
2500 NORTH MILITARY TRAIL  
SUITE 205  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 998-0440  
FAX (561) 998-0442

ADMITTED IN  
FLORIDA  
MICHIGAN

**L00000015697**

November 1, 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 19 AM 8:35

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **C&S DELRAY, L.C.**

100003475771--5  
-11/27/00--01099-012  
\*\*\*\*125.00 \*\*\*\*125.00

To Whom It May Concern:

Enclosed please find the following:

1. Original and copy of Articles of Organization; and
2. This firm's check in the amount of \$125.00 for the filing fee and return of a certified copy of the articles.

-mailing add.  
-manager-m3d.co

Thank you for your attention to this matter.

Very truly yours,

**STEPHEN L. SHOCHET**

Name	
Availability	
SLS/omment	
Enc Examiner	<i>Uet</i>
Updater	
Updater	
Verifier	
Acknowledgement	
N. P. Verifier	

*Fla. LLC*

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*1122*  
*2824*

*1000 28240*

*FF \$125*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 30, 2000

STEPHEN L. SHOCHET, ESQUIRE  
2500 N. MILITARY TR., SUITE 205  
BOCA RATON, FL 33431

SUBJECT: C&S DELRAY, L.C.  
Ref. Number: W00000028240

We have received your document for C&S DELRAY, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s): ✓

The document must contain both the street address of the principal office and the mailing address of the entity. ✓

If the limited liability company is to be managed by one of more managers, the document must contain a statement that the company is a manager-managed company. ✓

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) 487-6911.

Brenda Tadlock  
Sr. Corporate Section Administrator

Letter Number: 100A00060752

LAW OFFICES  
**STEPHEN L. SHOCHET**

CRYSTAL CORPORATE CENTER  
2500 NORTH MILITARY TRAIL  
SUITE 205  
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 998-0440  
FAX (561) 998-0442

ADMITTED IN  
FLORIDA  
MICHIGAN

December 12, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: C&S DELRAY, L.C.**

To Whom It May Concern:

I am returning the original and one copy of the Articles of Organization of C&S Delray, L.C. as corrected in accordance with your letter of November 30. For your convenience, I am also enclosing a copy of that letter so that you can track the corrections.

Thank you for your attention to this matter.

Very truly yours,

  
STEPHEN L. SHOCHET

SLS/om  
Enc

00 DEC 19 AM 8:33

## ARTICLES OF ORGANIZATION OF

### C&S DELRAY, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

#### ARTICLE I NAME

The name of the limited liability company shall be C&S DELRAY, L.C. and its principal place of business shall be in the City of Boca Raton, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

#### ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts For, its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### **ARTICLE III CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of Two Thousand Dollars (\$2,000.00) cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

### **ARTICLE IV PROFITS AND LOSSES**

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the Profits shall be determined and paid to the members as determined by the members from time to time.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

## **ARTICLE V LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

## **ARTICLE VI DURATION**

This limited liability company shall exist until October 21, 2030 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **ARTICLE VII PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office and mailing address of this limited liability company shall be located at 6553 Landings Court, in the City of Boca Raton, County of Palm Beach, State of Florida.

## **ARTICLE VIII MANAGEMENT**

This limited liability company shall be a manager managed company. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until their successors are elected and qualify are as follows:

HOWARD SAPERSTEIN	6553 Landings Court Boca Raton, FL 33486
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ARTHUR CANTER	6346 Las Floras Drive Boca Raton, FL 33433
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Management of this limited liability company is reserved to its members, whose names and addresses are set forth above.

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2500 N. Military Trail – Suite 205, Boca Raton, FL 33431 and the name of its initial registered agent at such address is STEPHEN L. SHOCHET.

**ARTICLE X  
RESTRICTIONS ON MEMBERSHIP**

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.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of C&S DELRAY, L.C.

Executed by the undersigned at Boca Raton, Florida on November 13, 2000, 2,000.

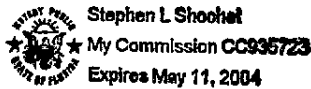
IN WITNESS WHEREOF, the undersigned, being the original members of the limited liability company hereinbefore named, for the purpose of forming the limited liability company to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Organization, hereby declaring and certifying that the facts herein stated are true this 13 day of November, 2000.

  
\_\_\_\_\_  
ARTHUR CANTER

  
\_\_\_\_\_  
HOWARD SAPERSTEIN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, ARTHUR CANTER and HOWARD SAPERSTEIN, personally appeared to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, or who produced Florida Drivers Licenses as proof of identity and who acknowledged before me that they executed the same for the purpose therein expressed and did take an oath.




NOTARY PUBLIC

State of Florida at Large

My Commission Exp.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
STEPHEN L. SHOCHET