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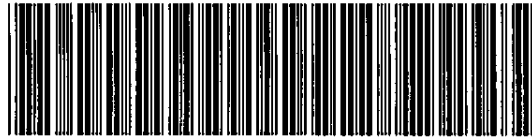
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LAW OFFICES
KAHN & CHENKIN
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
2924 DAVIE ROAD
SUITE 200
DAVIE, FLORIDA 33314
—
(954) 321-0176
FAX (954) 321-0177

HOWARD N. KAHN, P.A.
DAVID A. CHENKIN, P.A.

SATELLITE OFFICE
PLANTATION, FLORIDA

January 16, 2007

Ms. Brenda Tadlock
Florida Department of State, Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

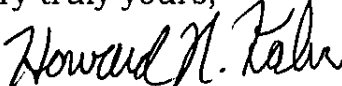
Re: Marlene D'Arcy, Inc. and CV Venture L.L.C., v. PDC Enterprises, Inc.,
et al.

Dear Ms. Tadlock:

Enclosed please find a copy of the Court order entered on December 15, 2006, on Plaintiff, CN Venture, L.L.C.'s Motion for Court Order to Reinstate CN Venture, L.L.C., with the Florida Department of State, Division of Corporations. The Court granted the motion and authorized the Department of State to "rescind the Articles of Dissolution filed on March 7, 2006" and further authorized the department to "reinstate CN Venture, L.L.C., as a Florida limited liability company in good standing."

Kindly advise me if you need anything further in order to effectuate the reinstatement of CN Venture, L.L.C.

Thank you and should you have any questions, please do not hesitate to contact me at your earliest opportunity.

Very truly yours,

Howard N. Kahn

Enclosure

IN THE CIRCUIT COURT OF THE
17TH JUDICIAL CIRCUIT IN AND
FOR BROWARD COUNTY, FLORIDA

CASE NO. 05-18461 (14)

MARLENE D'ARCY, INC., a
Florida corporation and as
a derivative of CN VENTURE,
L.L.C., a Florida limited
liability company,

Plaintiff,

v.

PDC ENTERPRISES, INC., a
New York corporation, PETER
COPPOLA, CAROL M. LUTTATI,
ROBERT EDELSTEIN, LOWEY,
STOLZENBERG & EDELSTEIN, LLP, a
New York limited liability partnership,
and KLEVER KONCEPTS USA, INC., a
New York corporation,

Defendants.

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ORDER ON PLAINTIFFS, MARLENE D'ARCY, INC., AND CN VENTURE,
L.L.C.'S AMENDED MOTION FOR A COURT ORDER TO REINSTATE CN
VENTURE, L.L.C. WITH THE FLORIDA DEPARTMENT OF STATE, DIVISION
OF CORPORATIONS

THIS CAUSE having come on to be heard upon Plaintiffs, **MARLENE D'ARCY, INC.** and **CN VENTURE, L.L.C.'s** Motion for a Court Order to Reinstate **CN VENTURE, L.L.C.** with the Florida Department of State, Division of Corporations, and the Court having heard the argument of counsel and upon

review of the evidence, and being otherwise duly advised in the premises, makes the following findings of fact:

This Court finds that the Articles of Dissolution filed on March 7, 2006 were unauthorized on December 5, 2005 and same were signed prematurely. Plaintiff, **MARLENE D'ARCY, INC.** took the steps necessary to notify Defendant, **PDC ENTERPRISES, INC.**, of its intention to continue the operations Plaintiff, **CN VENTURE, L.L.C.** within the ninety (90) day period required by the regulations.

This Court finds that the filing of the Articles of Dissolution filed with the Florida Secretary of State on March 7, 2006 were filed inconsistent with the letter and spirit of the agreement reached between the parties and approved by this Court on February 10, 2006.

A true and correct copy of the relevant portion of the hearing transcript is attached hereto as **Exhibit "A"**.

Accordingly, it is **ORDERED AND ADJUDGED:**

That Plaintiffs, **MARLENE D'ARCY, INC.** and **CN VENTURE, L.L.C.'s** Motion for a Court Order to Reinstate **CN VENTURE, L.L.C.** be, and the same is hereby granted to the following extent:

Plaintiff, **MARLENE D'ARCY, INC.** is authorized to take such steps that are necessary to reinstate **CN VENTURE, L.L.C.**, with the Secretary of State.

CASE NO. 05-18461 (14)

The Florida Department of State, Division of Corporations is authorized to rescind the Articles of Dissolution filed on March 7, 2006.

The Florida Department of State, Division of Corporations is authorized to reinstate Plaintiff, **CN VENTURE, L.L.C.**, as a Florida limited liability company in good standing.

DONE AND ORDERED in Chambers, at Fort Lauderdale, Broward County, Florida, this _____ day of December, 2006.

Jeffrey E. Streitfeld

DEC 15 2006

CIRCUIT JUDGE

A TRUE COPY

CC:

Howard N. Kahn, Esq.

Kahn & Chenkin

COUNSEL FOR PLAINTIFFS, MARLENE D'ARCY and CN VENTURE, LLC.

2924 Davie Road, Suite 200

Davie, Florida 33314

David R. Friedman, Esq.

Weiss, Handler, Angelos & Cornwell, P.A.

Counsel for Defendants, PDC and Coppola

2255 Glades Road, Suite 218A

Boca Raton, Florida 33428

Brenda Tadlock

Florida Department of State, Division of Corporations

2661 Executive Center Circle

Tallahassee, Florida 32301

William Zeena, Jr., Esq.

Wilson, Elser, et al.

Counsel for Defendant, Carol Luttati

100 S.E. 2nd Street

3800 International Place

Miami, Florida 33130

Charles J. Meltz, Esq.

Grower, Ketcham, Rutherford, Bronson, Eide & Telan, P.A.

Counsel for Defendants, Edelstein and Lowey, et al.

390 N. Orange Avenue, Suite 1900

Orlando, Florida 32801

Richard Haley, Esq.

Haley, Weinblatt & Calcagni, L.L.P.

Corporate Counsel for Defendant, Klever Koncepts

One Suffolk Square

1601 Veterans Memorial Highway, Suite 425

Islandia, New York 11749

1 the sale of that product. So that is a
2 relief I will grant on the Plaintiff's
3 motion.

4 MR. CORNWELL: It was the defendant's
5 motion. I want to make sure the record was
6 clear. The website, I didn't hear you issue,
7 I'm sorry, part of the motion. I apologize,
8 Your Honor.

9 THE COURT: Yes, you are right. And I
10 thought I made it clear, I said it
11 repeatedly. Plaintiff is to no longer make
12 use of the Peter Coppola website pending
13 further order of the court, and the plaintiff
14 is to either cause any third parties with
15 whom it is doing business in the sale of the
16 remaining product to cease and desist from
17 using the Peter Coppola image or likeness in
18 the marketing of product, failing which that
19 relationship of that third party must
20 terminate.

21 With regard to the Plaintiff's motion,
22 with regard to the dissolution of CN Venture,
23 I find that two things, one, that the filing
24 of the Articles of Dissolution with the
25 Secretary of State on March 7, 2006, was done

EXHIBIT "A"

1 inconsistent with the letter and spirit of an
2 agreement reached in this court. In fact, at
3 the time, the parties were supposed to be
4 staying all activity for 60 days in an
5 attempt to settle it. So to shake hands and
6 say we are going to stop, we are not going to
7 do anything, we are just going to try to
8 settle our differences and then within 30
9 days the defendant dissolved the plaintiff is
10 inconsistent with the concept of a stay as I
11 know it. That is number one.

12 Number two, I am absolutely convinced
13 that this, these, the Articles of
14 Dissolution, plaintiff's exhibit 15, was not
15 authorized at the date it was signed. By
16 terms of the articles, excuse me, the
17 regulations of CN Venture, Plaintiffs' 11 in
18 evident, the remaining member, D'Arcy, have
19 the right to continue the venture, so clearly
20 on December 5, 2005, there was no way any
21 articles of dissolution could be signed, it
22 was signed prematurely. And also the evident
23 shows that the remaining member, D'Arcy, took
24 the steps necessary to notify the withdrawing
25 member, PDC, of its desire to continue the

1 venture within the 90-day period called for
2 by the regulations. So for both reasons the
3 dissolution should not have be filed with the
4 Secretary of State. And the plaintiff,
5 remaining member, D'Arcy, is authorized to
6 take such steps that are necessary to
7 reinstate the limited liability corporation
8 with the Secretary of State. Anything
9 further coming before the court at this time?

10 MR. CORNWELL: No, Your Honor.

11 THE COURT: Counsel?

12 MR. KAHN: No, Your Honor.

13 THE COURT: Thank you. We are in
14 recess. I'm going to ask you to take your
15 exhibits back and sign for them. In recess.
16 (At 12:05 p.m. the proceedings were concluded.)
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