



# L010000013454

ACCOUNT NO. : 072100000032

REFERENCE : 417061 4312767

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 155.00

ORDER DATE : August 13, 2001

ORDER TIME : 11:17 AM

ORDER NO. : 417061-005

CUSTOMER NO: 4312767

CUSTOMER: Donald Klein, Esq.  
Kline Moore & Klein

100004530151--1

Suite 903  
2665 S. Bayshore Drive  
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: RUBICONSLT, L.L.C.

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

*UB*  
*8-13-01*

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG 13 PM 12:15  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

APPROVED  
AND  
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01 AUG 13 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**RUBICONSULT, L.L.C.**

The undersigned, being the sole Member and Organizer of the Limited Liability Company hereby being formed under Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for the said Limited Liability Company:

I.

The name and address of this Limited Liability Company is: RUBICONSULT, L.L.C., c/o ROBERT S. RUBINOFF, 6709 S.W. 88th Street, Suite 230, Miami, Florida 33156.

II.

This Limited Liability Company shall have perpetual existence, unless sooner dissolved according to law.

III.

This Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

IV.

The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is: c/o Robert S. Rubinoff, 6709 S.W. 88th Street, Suite 230, Miami, Florida 33156, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is: ROBERT S. RUBINOFF.

V.

The mailing address and principal office of the Limited Liability Company is: 6709 S.W. 88th Street, Suite 230, Miami, Florida 33156.

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VI.

The Limited Liability Company shall be managed by a Managing Member. The name and address of the initial Managing Member is: ROBERT S. RUBINOFF, having an address at 6709 S.W. 88th Street, Suite 230, Miami, Florida 33156.

VII.

The total amount of cash, and a description and agreed value of any property other than cash, contributed to the Limited Liability Company, as capital, by the Members is Ten Thousand (\$10,000.00). The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

VIII.

Additional capital contributions may be made as such times and in such amounts as may hereafter be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

IX.

The membership interests of the Members are evidenced by Certificates of Membership.

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X.

The existing Members shall have the right to admit additional Members to the Limited Liability Company by the unanimous vote or consent of the Members.

XI.

The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members, other than the Managing Member who caused the Withdrawal Event, may continue the Limited Liability Company upon 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.

XII.

None of the Members of the Limited Liability Company shall be liable for the payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Member has executed and acknowledged these Articles of Organization and caused his seal to be affixed this 25 day of July, 2001.

Signed, Sealed and Delivered  
in the presence of:

Darren Dember  
Printed Name of Witness:

Robert S. Rubino (LS)  
ROBERT S. RUBINOFF

Barbara Baker  
Printed Name of Witness:

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

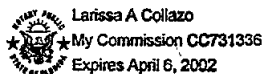
} SS:

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BEFORE ME, the undersigned authority, personally appeared **ROBERT S. RUBINOFF**, to me known to be the person described in and who executed the foregoing instrument, who is personally known to me and who did not take an oath, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 25 day of July, 2001.

Larissa A. Collazo  
NAME:  
NOTARY PUBLIC, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

First that **RUBICONSULT, L.L.C.**, desiring to organize under the laws of the  
State of Florida, with its registered office, as indicated in Articles of Organization has  
named **ROBERT S. RUBINOFF**, located at 6709 S.W. 88th Street, Suite 230, Miami,  
Florida 33156, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated limited  
liability company, at the place designated in this Certificate, the undersigned hereby  
accepts to act in this capacity, and agrees to comply with the provisions of said Act  
relative to keeping open said office.

  
\_\_\_\_\_  
**ROBERT S. RUBINOFF**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED