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December 17, 2001

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization for a new Florida limited liability company Brenda B. Shapiro, L.L.C.

Also enclosed is a check for \$130.00 to cover the costs of the filing fee and one certified copy of the Articles. The certified copy should be mailed directly to the new company at: 44 West Flager Street, Suite 2100, Miami Florida 33130, attention: Karen Katz.

Very truly yours,

*Margaret Brodsky*  
Margaret Brodsky

MSB/ja  
Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
BRENDA B. SHAPIRO, L.L.C.**

The undersigned 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 serve as the Charter and authority for the conduct of the business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS.** The name of the limited liability company shall be BRENDA B. SHAPIRO, L.L.C., and its principal place of business shall be located at 44 West Flagler Street, Suite 2100, Miami, Miami Dade County, Florida 33130, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS.** The purpose of this limited liability company is to practice the profession of law. The sole and exclusive professional services to be rendered by the company are legal services.

**ARTICLE III**

**EXERCISE OF POWERS.** All limited liability 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 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 IV**

**MANAGEMENT.** Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

BRENDA B. SHAPIRO  
44 West Flagler Street, Suite 2100  
Miami, Florida 33130

KAREN KATZ  
44 West Flagler Street, Suite 2100  
Miami, Florida 33130.

**ARTICLE V**

**MEMBERS.** All members shall be attorneys and members in good standing of the Florida Bar.

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

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company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

On 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 on unanimous consent of the remaining members.

**ARTICLE VI**

**CAPITAL CONTRIBUTIONS.** All contributions to the limited liability company by the members is in the form of services. Additional contributions may be made as required for the operation of the company, as determined by the unanimous consent of the members

**ARTICLE VII**

**PROFITS AND LOSSES.** The members shall be entitled to the net profits arising from the operation of the limited liability company that remain after the payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to distributive shares of the net profits of the company as set forth below:

BRENDA B. SHAPIRO	67 per cent
KAREN KATZ	33 per cent.

The distributive share of net profits shall be paid to the members from time to time, determined by the members by unanimous consent.

**ARTICLE VIII**

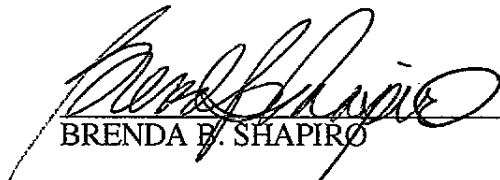
**DURATION.** The limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT.** The initial registered office of the limited liability company is 44 West Flagler Street, Suite 2100, Miami, Miami-Dade County, Florida 33130, and the name of the original registered agent at that address is Karen Katz.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of BRENDA B. SHAPIRO, L.L.C.

Executed by the undersigned at Miami, Miami-Dade County, Florida on December \_\_\_\_, 2001.

  
 \_\_\_\_\_  
 BRENDA B. SHAPIRO

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, KAREN KATZ, state that I understand the duties and responsibilities of a registered agent and that I agree to act as the registered agent of BRENDA B. SHAPIRO, L.L.C.

*Karen Katz*  
KAREN KATZ

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