



6 pages 1350 Orange Avenue, Suite 230 • Win  
#02000013777



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 13, 2002

VERONICA ANDERSON, ESQ.  
ANDERSON & ASSOCIATES, P.A.  
1350 ORANGE AVENUE, SUITE 230  
WINTER PARK, FL 32789

SUBJECT: BERACHAH ENTERPRISES, L.L.C.  
Ref. Number: W02000013777

We have received your document for BERACHAH ENTERPRISES, L.L.C. and your check(s) totaling \$160.00. 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.

I called your office last week and left a message for you to call me. I was going to correct the document for you, so I am now returning the document for you to correct.

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) 245-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 802A00030342

*Add  
mailing  
address  
to the same*

**ARTICLES OF ORGANIZATION  
OF  
BERACHAH ENTERPRISES, 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 business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Berachah Enterprises, L.L.C., and its principal office shall be located at 7843 Canyon Lake Circle, Orlando, FL 32835 in the City of Orlando, Florida, County of Orange and the State of Florida, but it shall have the authority to establish branch offices at any other place or places as the members may designate. The mailing address is the same.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in the Articles to the same extent as a natural person might be able to 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 or 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 these Articles; and to hold, utilized, 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, 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 in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any personas 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid assist or participate in any lawful enterprise in

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connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise or do.

### ARTICLE III

#### EXERCISE OF POWER

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 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

The limited liability company is to be managed by managers. This limited liability company shall be managed by as few as one (1) manager, but no more than five (5) managers. The name and address of the person who shall serve until the first annual meeting of the members or until his successors are elected are as follows:

Jonathan McKnight, 7843 Canyon Lake Circle, Orlando, FL 32835

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## **ARTICLE V**

### **MEMBERSHIP RESTRICTIONS**

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. 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 CONTRIBUTION**

Capital contributions in the amount of \$100.00 (one hundred dollars) cash shall be paid to the limited liability company by the 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 VII**

### **PROFITS, LOSSES AND DISTRIBUTIONS**

- (a) Profit Sharing and Losses. The members shall be entitled to the net profits or losses 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, in accordance with their membership interest, as the managers may from time to time declare, based upon generally accepted accounting principals, consistently applied under the accrual method of accounting on the federal income tax return of the company.
- (b) Distributions; Offsets. The Managers may, from time to time, in their discretion make distributions to the members pro rata in proportion to their respective membership interest; provided however, that the company shall be required to offset all amounts owing to the company by a member against any distribution to be made by such member. However, no distribution shall be declared and paid, unless after such distribution is made, the assets of the company are in excess of all liabilities.

## **ARTICLES VIII**

### **DURATION**

This limited liability company shall exist until 2020, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

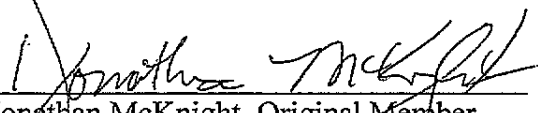
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ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7843 Canyon Lake Circle, Orlando, FL 32835 and the name of the initial registered agent at that address is Jonathan McKnight.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Berachah Enterprises, L.L.C.

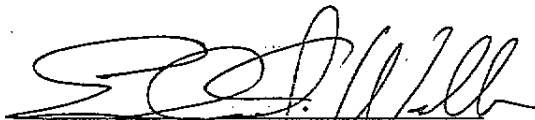
  
Jonathan McKnight, Original Member

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided by Chapter 608, Florida Statutes.

  
Jonathan McKnight, Registered Agent

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The foregoing instrument was acknowledged before me this the 26<sup>th</sup> day of APRIL 2002 by Jonathan McKnight, an agent on behalf of Berachah Enterprises, L.L.C., a limited liability company. He is personally known to me or has produced DRIVERS LICENSE as identification.

  
Notary Public

EDWARD C. WALLACE  
Notary Public, State of Florida  
My comm. expires March 27, 2005  
No. DD 10890