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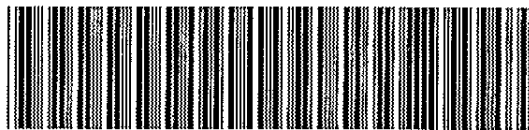
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FILED  
02 DEC 19 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Richard J. Bandini  
110 Lake Emerald Drive, Suite 407  
Fort Lauderdale, Florida 33309

December 16, 2002

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Richard J. Bandini Co., L.L.C.

Dear Sir/Madam:

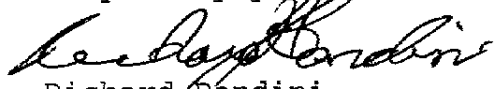
Enclosed herewith please find an original and copy of the Articles of Incorporation and Designation of Registered Agent for the above stated limited liability company. Also enclosed please find a check in the sum of \$130.00 representing the following:

Filing fees	\$ 90.00
Certificate of Status	\$ 5.00
Registered Agent Designation	\$ 35.00
	\$130.00

Once the Article have been filed, please forward a copy to my office in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation. Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Very truly yours,

  
Richard Bandini

RB/hd  
Enclosed

**ARTICLES OF ORGANIZATION  
OF  
RICHARD J. BANDINI CO., L.L.C.**

The undersigned, for the purpose of forming a limited liability company, in accordance with Section 608.407, Florida Statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I: NAME**

The name of the limited liability company is: **RICHARD J. BANDINI CO., L.L.C.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of the company and the mailing address of the principal office of the company is 110 Lake Emerald Drive, Suite 407, Fort Lauderdale, Florida 33309.

**ARTICLE III: DURATION**

The duration of the limited liability company is perpetual. The date and time of the commencement of limited liability company's existence is when the Articles of Organization are received in the office of the Secretary of State.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV: REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 3384 Cabaret Lane, Margate, Fort Lauderdale, Florida, 33063, and the name of the initial registered agent of the corporation at that address is MICHAEL I. PUGLIESE, ESQ.

**ARTICLE V: ADDITIONAL MEMBERS**

The admission of any additional member of the Limited Liability Company shall be permitted only if each member consents, in writing, to the admission of the additional member.

## **ARTICLE VI: MANAGEMENT RESERVED TO MEMBERS**

The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

RICHARD BANDINI  
110 Lake Emerald Drive, Suite 407  
Fort Lauderdale, Florida 33309

DOLORES BANDINI  
110 Lake Emerald Drive, Suite 407  
Fort Lauderdale, Florida 33309

## **ARTICLE VII: DISSOLUTION**

**I. Dissolution Upon the Occurrence of Specified Events:** The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

- a. The retirement, death, insanity, dissolution or withdrawal of all of the Managing Members;
- b. The filing of an involuntary Petition in bankruptcy against all of the Managing Members if such petitions are not dismissed within ninety (90) days of the date of filing;
- c. The expiration of the fixed term of the Company;
- d. The disposition of all Company properties;
- e. Any affirmative vote of all the members and all of the Managing Members to terminate the Company;
- f. Any other event that would cause a dissolution under the Florida Limited Company law;
- g. In the event of a dissolution caused by an occurrence specified in (a) or (b) above, against some but not all of the Managing Members, the Company shall continue. In the event of a dissolution caused by an occurrence specified in (a) or (b) above against all of the Managing Members, if counsel (which is acceptable to a majority in interest of the Members) shall have delivered to the Company an opinion, in substance satisfactory to such Members, that neither the grant nor the exercise of the powers of the Members by consenting to continue the Company and elect a new Managing Member will adversely affect (i) the limited liability status of a Member, or (ii) the tax status of the Company, then upon an affirmative vote of the majority in interest of Members such business shall be continued and a new

Managing Member elected, conditioned on the new Managing Member accepting all responsibilities and releasing the departing Managing Members from all liabilities, in form satisfactory to those persons.

- h. The retirement, death, insanity, disability, bankruptcy, dissolution or liquidation of a Member shall not dissolve the Company, nor shall the transfer of a Limited Company interest dissolve the Company.
- i. Dissolution shall be effective on the day in which the event occurs giving rise to the dissolution, but the Company shall not terminate until the assets have been distributed.
- j. The winding up of Company affairs and liquidation and distribution of its assets shall be conducted exclusively by the Managing Members or, in the event the Managing Members are unable or unwilling to act, by a trustee named by them prior to such event. The Managing Members or the trustee are hereby authorized to do any and all acts and things authorized by law to effect such dissolution, liquidation and distribution of the assets of the Company.
- k. Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

II. Dissolution and Dissolution Avoidance Following the Dissociation of a Member.

- a. Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

- b. Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section VII-II(b), the Company must have at least two remaining members. If a dissociation leaves the Company with only one remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding a dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the dissociation, consent to avoid dissolution is obtained from [all] [a majority in interest] [specified percentage] of the remaining members. The

consent may be by vote, at a properly called member meeting, or in writing.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this \_\_\_ day of December, 2002.

Francis Jones  
Witness

Richard Bandini  
RICHARD BANDINI

Linda K. Balzan  
Witness

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing was acknowledged before me this 16<sup>th</sup> day of December, 2002 by RICHARD BANDINI who is personally known to me and who did not take an oath.  
*FLPL-BS33-750-45-182-0*

SWORN TO AND SUBSCRIBED before me this 16<sup>th</sup> day of December, 2002.

Linda K. Balzan  
NOTARY PUBLIC

My commission expires:



Linda K Balzan  
My Commission DD111058  
Expires June 13, 2008

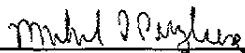
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **RICHARD J. BANDINI CO., L.L.C.**
2. The name and address of the registered agent and office is:

**MICHAEL I. PUGLIESE, ESQ.  
3384 Cabaret Lane  
Margate, Florida 33063**

Having been named as registered agent and to accept service 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.

  
\_\_\_\_\_  
Michael I. Pugliese

Dated: December 16<sup>th</sup>, 2002.