

03 0000 18801

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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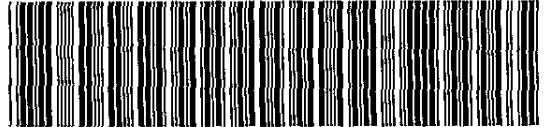
(Business Entity Name)

(Document Number)

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03 MAY 23 AM 9:05

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CT CORPORATION

May 23, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5858818 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Hillbrook Holdings LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAY 23 AM 9:05

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

HILLBROOK HOLDINGS LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

100 SUNRISE AVE., UNIT #401, PALM SPRINGS, FL 33480

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Joseph S. Breskman

Name

100 Sunrise Ave., Unit #401

Florida street address (P.O. Box **NOT** acceptable)

Palm Springs

FL 33490

City, State, and Zip

Having been named as registered agent and 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 for in Chapter 608, F.S.

By: Joseph S. Breskman

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Dorothy R. Breskman
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Dorothy R. Breskman

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAY 23 AM 9:05

FILED