

# L03000031725

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H03000260353 5)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

03 AUG 25 PM 12:05  
RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA

03 AUG 25 PM 12:07  
RECEIVED  
DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

pdq successors, llc

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$155.00

*Handwritten signature/initials*

7

H 03000260353

ARTICLES OF ORGANIZATION  
OF  
PDQ SUCCESSORS, LLC

THE UNDERSIGNED, an authorized representative of PDQ Successors, LLC, a Florida limited liability company formed hereunder (the "Company"), on behalf of the members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of the Company is: PDQ Successors, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

1250 East Hallandale Beach Boulevard  
Suite 904  
Hallandale, Florida 33009

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1250 East Hallandale Beach Boulevard  
Suite 904  
Hallandale, Florida 33009

H 03000260353

SECRET  
FBI/DOJ  
FBI/DOJ  
FBI/DOJ

03 AUG 25 PM 12:07

ARG  
FBI/DOJ

#### ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Marc Birnbaum, P.A.  
1031 Ives Dairy Road  
Suite 228  
Miami, Florida 33179

#### ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

#### ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

#### ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the

members of the Company, and so long as there remains two (2) members of the Company.

**ARTICLE IX. MANAGERS AND MEMBERS**

- a. The Company shall be managed by a Manager who may or may not be a Member. The Managers may be removed or replaced by a unanimous vote of the Members. The name and address of the Managers are:

Gary Abramson  
1250 East Hallandale Beach Boulevard  
Suite 904  
Hallandale, Florida 33009

Raymond Cleeman  
1250 East Hallandale Beach Boulevard  
Suite 904  
Hallandale, Florida 33009

Michael Cleeman  
1250 East Hallandale Beach Boulevard  
Suite 904  
Hallandale, Florida 33009

- b. The Members listed in these Articles of Organization may assign their membership interests and the names of the actual individuals or entities acquiring the membership interest may be set forth in an Operating Agreement for the Company.

Gary Abramson  
1250 East Hallandale Beach Boulevard  
Suite 904  
Hallandale, Florida 33009

Raymond Cleeman  
1250 East Hallandale Beach Boulevard  
Suite 904  
Hallandale, Florida 33009

Michael Cleeman  
1250 East Hallandale Beach Boulevard  
Suite 904

03 AUG 25 PM 12:05  
FILED  
AUG 25 2003  
CLERK OF DISTRICT COURT  
NORTH DAKOTA  
FBI

Hallandale, Florida 33009

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his, her or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization as of this 25 day of August, 2003.

  
\_\_\_\_\_  
Marc Birnbaum, Authorized Representative

STATE OF FLORIDA     )  
                                  SS.  
COUNTY OF            )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this

03 AUG 25 PM 12:05

APPROVED  
FILED

25 day of August, 2003 by Marc Birnbaum who is personally  
known to me or who produced \_\_\_\_\_ as identification.

*Alan P. Byrd*  
NOTARY PUBLIC



APPROVED  
AND  
FILED

03 AUG 25 PM 12:05

ST. LOUIS, MO  
-ALL AMESST P. OF ORIDA

H 03000268.353

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Section 608.415 and 608.507 of the Florida Limited  
Liability Company Act:

Having been appointed as registered agent of PDQ Successors, LLC,  
a Florida limited liability company in its Articles of Organization, at  
the place designated in such Articles of Organization, the undersigned  
hereby agrees to act in this capacity and affirms that it is familiar  
with, and accepts, the obligations of such position.

Dated: 8/25/07

By: [Signature]  
Marc Birnbaum, P.A.

RECEIVED  
TALLAHASSEE, FLORIDA

03 AUG 25 PM 12:05

ARTICLE  
AND  
FILED

H 03000268.353