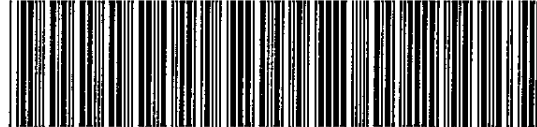


LO40000018025

04 MAR 8 PM 2:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



400028751734

02/16/04--01040--020 \*\*155.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W04-7737

AL

Office Use Only

LAW OFFICES  
NEWMAN AND TEMPKINS, P.A.

JOEL P. NEWMAN 1916-1989  
HARRY TEMPKINS ADM. CO: FL  
ALAN A. TEMPKINS OF COUNSEL

FILED

04 MAR -8 PM 2:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUITE 244  
420 LINCOLN ROAD  
MIAMI BEACH, FLORIDA 33139

TEL. 305-534-8301  
FAX. 305-534-8304

February 12, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Baron's Property Investor Corp., L.L.C.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above, together with a check in the amount of \$155.00 for the following:

Filing Fee	\$ 100.00	
Designation of Reg. Agent	25.00	
Certified Copy	<u>30.00</u>	
		\$ 155.00

Thank you for your attention to this matter.

Very truly yours,

  
Harry Tempkins

HT/jm

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

**FILED**

04 MAR -8 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 24, 2004

NEWMAN AND TEMPKINS, P.A.  
420 LINCOLN ROAD  
SUITE 244  
MIAMI BEACH, FL 33139

SUBJECT: BARON'S PROPERTY INVESTOR CORP., L.L.C.  
Ref. Number: W04000007737

We have received your document for BARON'S PROPERTY INVESTOR CORP., L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CORP." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 104A00012406

LAW OFFICES  
NEWMAN AND TEMPKINS, P.A.

JOEL P. NEWMAN 1916-1989  
HARRY TEMPKINS ADM. CO. FL  
ALAN A. TEMPKINS OF COUNSEL

**FILED**

04 MAR -8 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUITE 244  
220 LINCOLN ROAD  
TALLAHASSEE, FLORIDA 32309

TEL. 305-534-8301  
FAX. 305-534-8304

March 1, 2004

Ms. Agnes Lunt  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: BARON'S PROPERTY INVESTOR L.L.C.**  
**Your Reference # W040000007737**

Dear Ms. Lunt:

With reference to the above-mentioned corporation, enclosed is a copy of your letter dated February 24, 2004 along with the amended original and copy of the Articles of Incorporation.

Thank you for your kind assistance to this matter. Should you have any questions or comments, please do not hesitate to contact our office.

Very truly yours,



Harry Tempkins, Esq.

HT/jm  
Encls.

ARTICLES OF ORGANIZATION  
OF  
BARON'S PROPERTY INVESTOR L.L.C.

**FILED**  
04 MAR -8 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 BARON'S PROPERTY INVESTOR L.L.C., and its principal office shall be located at 5921 NE 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33308, 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

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 these Articles to the same extent as a natural person might or could 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 of 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, utilize, 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 persons 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 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 information, 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 the Articles, either alone or in association with other 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 POWERS

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. These Articles may be amended from time to time in the regulations of the limited liability company by a seventy five percent unanimous vote of the members of the limited liability company.

### ARTICLE IV MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority 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 written consent of a majority of 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 V  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000.00 cash shall be paid to the limited liability company by the two members as stated herein: Antonio Barone, 50%; and Nino Barone, 50%. 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 VI  
PROFITS AND LOSSES

A) Profit Sharing. The members shall be entitled to the net profits 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. Each member shall be entitled to a distributive share of the profits, based upon their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on such date as agreed to by a majority of the members.

B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members based upon the percentage of ownership.

ARTICLE VII  
DURATION

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

ARTICLE VIII  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT

The address of the initial registered office of the limited liability company is 420 Lincoln Road, Suite 244, Miami Beach, Florida 33139, and the name of the company's initial registered agent at that address is Harry Tempkins, Esquire.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BARON'S PROPERTY L.L.C.

FILED  
04 MAR -8 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed by the undersigned as set forth hereinafter.

BARON'S PROPERTY INVESTOR L.L.C.

BY

*Antonio Barone*

MEMBER

BY

*Nino Barone*

MEMBER

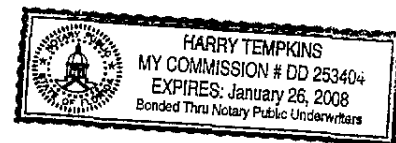
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, Nino Barone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Organization, and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal this 3 day of February, 2004.

*[Signature]*  
NOTARY PUBLIC, State of Florida

~~STATE OF FLORIDA~~  
~~COUNTY OF MIAMI-DADE~~



BEFORE ME, the undersigned authority, personally appeared Antonio Barone, President of BARON'S PROPERTY INVESTOR L.L.C. to me well known to be the person described in and who executed and subscribed the foregoing Articles of Organization, and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of February, 2004.

*[Signature]*  
NOTARY PUBLIC, State of Florida

STATE OF MICHIGAN  
COUNTY OF OAKLAND

MICHELE A. WINBUSH  
Notary Public, Oakland County, Michigan  
My Commission Expires February 17, 2008

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED ANTONIO BARONE, PRESIDENT



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

**04 MAR -8 PM 2:05**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

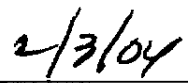
PURSUANT TO THE PROVISIONS OF CHAPTER 608, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Baron's Property Investor L.L.C.
2. The name and address of the registered agent and office is:

HARRY TEMPKINS, ESQUIRE  
420 LINCOLN ROAD, SUITE 244  
MIAMI BEACH, FLORIDA 33139

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.

  
\_\_\_\_\_  
Harry Tempkins

  
\_\_\_\_\_  
Date