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May 26, 2004

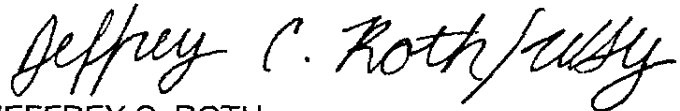
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Antrobus Holdings, LLC

Dear Sir:

Enclosed are the original and one copy of the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$125.00, representing your filing fee. Please file the enclosed articles of organization and forward me written confirmation of the same. Thank you for your anticipated prompt attention to the foregoing.

Very truly yours,



JEFFREY C. ROTH

JCR:gkm
ENCLS.

cc: Mr. Jerry Chafetz (w/encls. by fax to 305-758-8750)

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**ARTICLES OF ORGANIZATION
OF
ANTROBUS HOLDINGS, LLC**

Pursuant to Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be ANTROBUS HOLDINGS, LLC.

**ARTICLE II
COMPANY EXISTENCE**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**ARTICLE III
UNITS OF EQUITY OWNERSHIP**

Section A. Authorized Units of Equity Ownership. The Company shall have the power to issue one or more classes of Membership Interests having various rights, preferences privileges and restrictions thereof.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section in the same manner as an original Member.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name and address of the original registered agent of this Limited Liability Company is Jeffrey C. Roth, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

**ARTICLE V
PRINCIPAL OFFICE**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 5582 N.E. 4th Court, Loft Six, Miami, FL 33137, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine.

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ARTICLE VI
ORGANIZER

The name and address of the organizer is Jerry Chafetz, 5582 N.E. 4th Court, Loft Six, Miami, FL 33137.

ARTICLE VII
PURPOSE AND POWER

This Limited Liability Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

ARTICLE VIII
MANAGEMENT

This Limited Liability Company is to be managed by managers. The name and address of the managers are: Alison Antrobus and Jerry Chafetz, 5582 N.E. 4th Court, Loft Six, Miami, FL 33137.

ARTICLE IX
INDEMNIFICATION

This Limited Liability Company shall indemnify any Members and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company, a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Officer in the event of (i) a breach of such Member and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Officer is proper in the circumstances because such Member and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be

made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person

ARTICLE X

AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members, has executed these Articles of Organization on May 21, 2004.



Jerry Chafetz

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21st day of May, 2004, by Jerry Chafetz. He is personally known to me or who produced _____ as identification, and did take an oath.

My Commission Expires:



Adria Zambrano
Commission #DD149807
Expires: Sep 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public, State of Florida

Notary's printed name & address:

Adria Zambrano
1826 Biarritz Dr.
Miami Beach, FL 33141

REGISTERED AGENT

OATH OF ACCEPTANCE OF

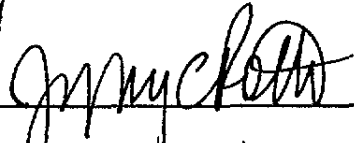
The undersigned, having been named as the registered agent for:

ANTROBUS HOLDINGS, LLC

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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 in Section 608 of the Florida Statutes.

Dated this 21st day of May, 2004.



Jeffrey C. Roth

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