

87/09/2004 11:51

WICKMAN & WYCKOFF

PAGE 01/03

Division of Corporations

Page 1 of 1

604000051332

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.

(((H04000142560 3)))

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 : WICKMAN & WYCKOFF, P.A.
Account Number : 119980000073
Phone : (941) 795-6565
Fax Number : (941) 795-5774

RECEIVED
04 JUL -9 AM 11:55
DIVISION OF CORPORATION

FILED
04 JUL -9 AM 11:00
TALLAHASSEE, FL 32301

LIMITED LIABILITY COMPANY

BRIARCLIFF, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

604-51332

Electronic Filing Menu

Corporate Filing

Public Access Help

EFFECTIVE DATE
7-9-04

Fax Audit No.: H04000142560 3

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the limited liability company is **BRIARCLIFF, LLC.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is
140 E. 28th Street, Apt 1-C, New York, NY 10018.

ARTICLE III - REGISTERED AGENT

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

Wickman & Wyckoff, P.A.

(Name)

4909 Manatee Avenue West

(P.O. Box or Mail Drop Box **NOT** acceptable)

Bradenton, Florida 34209

(City/State/ZIP)

ARTICLE IV - DURATION

The term of duration for the limited liability company shall be perpetual.

ARTICLE V - MANAGEMENT

The limited liability company is managed by one manager or more managers and is, therefore, a
manager - managed company. The names and addresses of the initial managers are:

John Brian Moran - 140 E. 28th Street, Apt 1-C, New York, NY 10018

Robyn Mooney - 140 E. 28th Street, Apt 1-C, New York, NY 10018

Prepared by:
John E. Wickman
Wickman & Wyckoff, P.A.
4909 Manatee Avenue West
Bradenton, FL 34209 (941) 795-6565
Fla. Bar No. 0046884

EFFECTIVE DATE
7-9-04

Fax Audit No.: H04000142560 3

Fax Audit No.: H04000142560 3

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

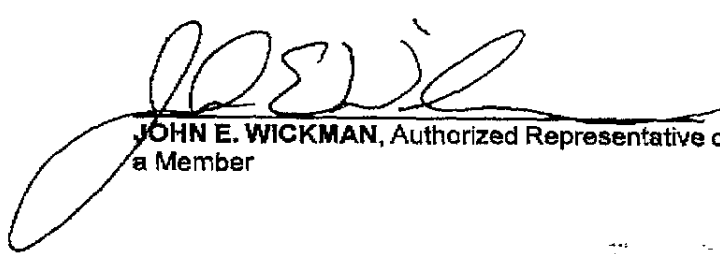
No additional members shall be admitted to the company except upon the written consent of not less than seventy-five percent (75%) majority in interest of all the voting-members of the company. A member may transfer his/her/its interest in the company as set forth in the operating agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless the managers and a majority in interest of the voting members of the company (exclusive of the member proposing to dispose of his/her/its interest) approve of the proposed transfer in writing.

ARTICLE VII - MEMBER'S RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VIII - EFFECTIVE DATE

Pursuant to the provisions of Chapter 608, Florida Statutes, this limited liability company shall begin in existence on July 9, 2004.



JOHN E. WICKMAN, Authorized Representative of
a Member

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Wickman & Wyckoff, P.A., a Florida professional
service corporation

By: 
John E. Wickman, President