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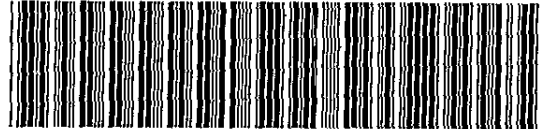
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 13 2004

Charles O. Morgan, Jr., P.A.
Attorneys at Law

1300 NORTHWEST 167TH STREET
SUITE 3
MIAMI, FLORIDA 33169

CHARLES O. MORGAN, JR.
LAURA M. HORTON
TERESA A. PEREZ

TELEPHONE (305) 624-0011
FAX (305) 624-0423
cmorganjr@aol.com

September 9, 2004

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

Re: IRISH AM-PARE, LLC.

To Whom It May Concern:

If you have not already done so, please disregard the previous filing request submitted September 8, 2004 for "AM-PARE, LLC". The Incorporator wanted to add "IRISH" to the name.

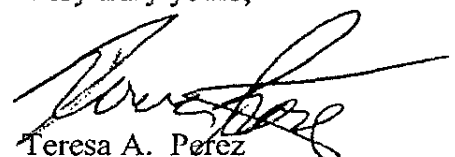
Therefore, please find two (2) originals of the Articles of Organization of the above-named limited liability company, and an original of the Resident Agent Designation.

Please endorse your approval of these Articles of Organization on one copy, certify same and return to my office.

Our check in the amount of \$155.00 was enclosed with yesterday's filing request, so please apply that payment to this filing, if possible.

Thank you for your cooperation in this matter.

Very truly yours,


Teresa A. Perez

TAP
Enclosures

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**ARTICLES OF ORGANIZATION
OF
IRISH AM-PARE, LLC**

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TALLAHASSEE, FLORIDA

The undersigned certifies that he has associated for the purpose of becoming 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. He further declares 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 IRISH AM-PARE, LLC, and its principal office shall be located at 431 Southeast 9th Street, Ft. Lauderdale, Florida 33316. Its mailing address is 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169. The company 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**

2.1 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:

A. To design, create, manufacture, purchase, repair, restore, reconstruct, exhibit, sell, and generally deal in, as principal or agent, on commission or otherwise, pictures, paintings, ornaments, statutes, carvings, china, pottery, glassware, jewelry, articles made from precious and other metals, tapestries, rugs, furniture, antiques, works of art of every class, kind, and description, and copies or reproductions thereof. To do interior decorating, to supply advice, plans, and materials for the decoration and furnishing of houses, rooms, apartments, and private and public buildings of all kinds, and to supply the services of experts in and about the same. To manufacture, buy sell, and deal in art materials and artists and cabinetmakers' supplies of all kinds.

B. To print, bind, publish, circulate, distribute, buy, sell, and deal in books, pamphlets, circulars, posters, magazines, tickets, cards, advertisements, letter and bill heads, envelopes, and legal, commercial, and financial forms and blanks of every kind.

C. To acquire, by purchase or otherwise, turn to account, license the use of, assign, and deal with copyrights and intellectual properties of every kind.

D. To carry on a general printing, engraving, lithographing, electrotyping, and publishing business in all the branches thereof.

E. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operations, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein, to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign, to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

F. As principal, agent, or broker, and on commission or otherwise: to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures, and works of all kinds, materials and supplies; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate management agency and brokerage business in all its branches and departments.

G. To engage in any other activity or business authorized under the Florida Statutes.

H. 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.

I. 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, 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.

J. 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.

K. 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 these Articles, either alone or in association with others 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.

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L. 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 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 formation, rights, privileges, and immunities of limited liability companies for profit.

2.2 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.

2.3 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. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by CHARLES O. MORGAN, JR., manager. The name and address of the person who shall serve until the first annual meeting of the members, or until his successor is duly elected and qualified, shall be as follows:

CHARLES O. MORGAN, JR
1300 Northwest 167th Street
Suite 3
Miami, Florida 33169

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ARTICLE V
MEMBERSHIP RESTRICTIONS

5.1 Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

5.3 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 VI
CAPITAL CONTRIBUTIONS

6.1 Capital Contributions. Capital contributions in the amount of \$5,000 cash shall be paid to the limited liability company by the member, as follows:

| | SHARE | CAPITAL CONTRIBUTION |
|------------------------|-------|----------------------|
| CHARLES O. MORGAN, JR. | 100% | \$ 5,000 |

6.2 Additional Contributions. 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 VII
PROFITS AND LOSSES

7.1 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 the distributive share of the profits which shall be determined by and paid to the members each year.

7.2 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 in equal shares.

ARTICLE VIII
DURATION

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

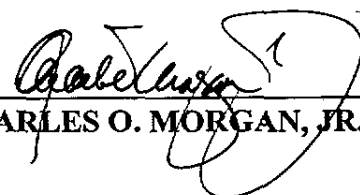
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ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

9.1 The address of the initial registered office of the limited liability company is 1300 Northwest 167th Street, Suite 3, Miami, FL 33169, and the name of the company's initial registered agent at that address is CHARLES O. MORGAN, JR.

9.2 The undersigned, being the original sole member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of IRISH AM-PARE, LLC.

Executed by the undersigned at Miami-Dade County, Florida on this 9th day of September, 2004.

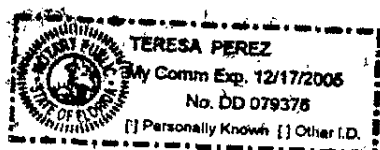


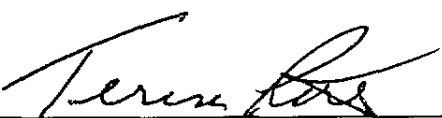
CHARLES O. MORGAN, JR.

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of September, 2004, by CHARLES O. MORGAN, JR. who is personally known to me.

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





TERESA PEREZ
Notary Public, State of Florida
My Commission Expires: 12/17/2005

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMED
AGENT WHOM PROCESS MAY BE SERVED UPON**

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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **IRISH AM-PARE, LLC**, a limited liability company, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at Miami, Florida, has named **CHARLES O. MORGAN, JR.**, located at 1300 Northwest 167th Street, Suite 3, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above signed limited liability company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

By:



CHARLES O. MORGAN, JR. Resident Agent