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TALLAHASSEE, FLORIDA

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**Brady & Brady, P.A.**

*Attorneys at Law*

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November 2, 2004

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

Re: Formation of Prescient Properties, LLC

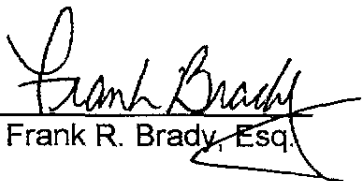
Gentlemen,

Enclosed are the original articles of formation of Prescient Properties, LLC, together with a check in the amount of \$155.00 to cover the filing fee, registered agent fee and certified copy fee. Please file the original articles and return a certified copy to me at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By:   
Frank R. Brady, Esq.

FRB/nb  
encl.

ARTICLES OF ORGANIZATION  
OF  
PRESCIENT PROPERTIES, LLC

The undersigned, for the purpose of forming a limited liability company under chapter 408, Florida Statutes (entitled the "Florida Limited Liability Company Act"), hereby adopt the following Articles of Organization:

ARTICLE ONE - Name

The name of this limited liability company is Prescient Properties, LLC.

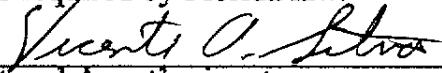
ARTICLE TWO - Term

The term of existence of the Company shall be perpetual until dissolved and its affairs wound up in accordance with the Act or its Operating Agreement.

ARTICLE THREE - Registered Agent, Address & Signature

The mailing address of the principal corporate office of this limited liability company is 2400 SW 115<sup>th</sup> Terrace, Davie, FL 33325. The street address of the initial registered office and the name of the initial Registered Agent for this limited liability company to accept service of process within the State of Florida is Vicente A. Silva, 2400 SW 115<sup>th</sup> Terrace, Davie, FL 33325.

Having been named as Registered Agent of Prescient Properties, LLC to accept Service of Process for Prescient Properties, LLC, I hereby accept appointment as registered agent and agree to keep my office at 2400 SW 115<sup>th</sup> Terrace, Davie, FL 33325 open during the hours prescribed by §48.081, Florida Statutes; to post my name (and any other officers of said limited liability company authorized to accept service or process at the Florida designated address) in some conspicuous place in said office and to otherwise comply with the provisions of Florida law relating to the proper and complete performance of my duties as registered agent. I am familiar with and accept the obligations of my position as registered agent as required by Florida law.

  
\_\_\_\_\_  
Registered Agent's signature

ARTICLE FOUR - Purposes

This limited liability company is authorized to, and may, transact any and all lawful business for which limited liability companies formed under chapter 608, Florida Statutes may engage in and any trade or business which can, in the opinion of the members of the company, be advantageously carried on in connection with or auxiliary to the foregoing business. This limited liability company shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FIVE - Management

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Subject to the provisions of the Company's operating agreement, the business and affairs of the Company shall be managed or controlled, the powers of this Company shall be exercised, its properties controlled and its affairs shall be conducted, solely by the Manager, and all management of the Company shall be vested in the Manager. The Company's Operating agreement may provide for such increase or change, from time to time, in number of managers as is authorized to manage or control the properties, business or affairs of the Company or the number or whether the properties, business or affairs of the Company may be managed or controlled by the members.

The Members and the Company agree that the duties and obligations imposed on the Members, and the rights of the Members as such, shall be those set forth in the Operating Agreement, which is intended to govern the relationship between the Company, the Manager and the Member, notwithstanding any provision of the Act or common law to the contrary.

#### ARTICLE EIGHT - Inspection of books or records

Nothing in these Articles of Organization shall be taken to limit the power of this limited liability company. Notwithstanding anything in Chapter 608, Florida Statutes to the contrary, the owners of this limited liability company's capital or equity shall not be entitled to inspect or copy any records of this limited liability company (including the records described or specified in sections 607.1601 and 607.1602, Florida Statutes) unless the member seeking to inspect or copy such records owns at least eighty-five percent (85%) of all issued and outstanding certificates representing the capital stock of this limited liability company as of the date of any request to inspect or copy any books or records of this limited liability company.

#### ARTICLE NINE - Sale or Encumbrance of Ownership Interests

The certificates representing ownership interests in this limited liability company shall not be sold, transferred, assigned, pledged or encumbered, and no voluntary or involuntary transfer, assignment, pledge, encumbrance, attachment, hypothecation or other alienation of any kind or description, whether voluntary or by legal process or court order, shall be valid or binding without the prior written consent of the owners of at least eighty-five percent (85%) of the Company's capital registered as such immediately prior to any such alienation on the capital registration and transfer records maintained by this limited liability company in accordance with this limited liability company's operating agreement. If any voluntary or involuntary transfer, assignment, pledge, encumbrance, hypothecation, execution, attachment, garnishment, legal or judicial process or other alienation of any certificates representing ownership of this limited liability company's capital takes place or is attempted without the express consent of the aforesaid eighty-five percent (85%) of the registered owners of this limited liability company's capital, whether by means of judicial process or self help, the attempted sale, transfer, assignment, pledge, encumbrance, hypothecation, execution, attachment, garnishment, judicial process or other alienation of this limited liability company's capital shall be null and void, except that any of the registered owners of the Company's capital may transfer or assign their ownership interests to a "grantor trust" as defined by the Internal Revenue Code of 1986, as amended. Other restrictions on the ownership, sale, encumbrance and alienation of the certificates representing ownership in the Company are contained in the operating agreement on file with the managers of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization this 19<sup>th</sup> day of February, 2004, and in accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes the affirmation of the undersigned under penalties of perjury that the facts stated herein are true.

A handwritten signature in black ink, appearing to read "Vicente A. Silva". The signature is fluid and cursive, with the first name "Vicente" being more prominent.

Vicente A. Silva  
member/manager