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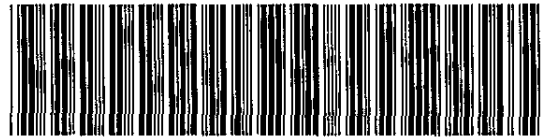
(Business Entity Name)

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Midtown Miami Report

___ Art of Inc. File_____
___ LTD Partnership File_____
___ Foreign Corp. File_____
✓ ___ L.C. File_____
___ Fictitious Name File_____
___ Trade/Service Mark_____
___ Merger File_____

___ Art. of Amend. File_____
___ RA Resignation_____
___ Dissolution / Withdrawal_____
✓ ___ Annual Report / Reinstatement_____
✓ ___ Cert. Copy_____
___ Photo Copy_____
___ Certificate of Good Standing_____
___ Certificate of Status_____
___ Certificate of Fictitious Name_____
___ Corp Record Search_____
___ Officer Search_____
___ Fictitious Search_____
___ Fictitious Owner Search_____
___ Vehicle Search_____
___ Driving Record_____
___ UCC 1 or 3 File_____
___ UCC 11 Search_____
___ UCC 11 Retrieval_____

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Courier

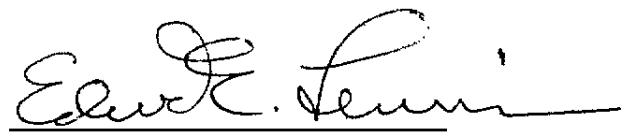
ARTICLES OF ORGANIZATION OF
MIDTOWN MIAMI PROPERTIES, LLC

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TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, and files these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act:

1. Name. The name of the limited liability company is **MIDTOWN MIAMI PROPERTIES, LLC.**
2. Duration. The period of duration of the limited liability company is perpetual.
3. Principal Office. The mailing address and the street address of the principal office of the limited liability company is, c/o The Goldman Properties Company, 804 Ocean Drive, 2nd Floor, Miami Beach, Florida 33139.
4. Registered Agent and Office. The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is Edward E. Levinson, Esq., 407 Lincoln Road, PH-SE, Miami Beach, Florida 33139.
5. Admission of Additional Members. Additional Members will be admitted only upon such terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
6. Continuity; No Right to Distribution on Withdrawal. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event, which terminates the continued membership of a Member in this limited liability company. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise, except as otherwise provided in the Regulations of this limited liability company.
7. Management. The limited liability company is to be run by one or more members appointed by a majority of the members. The name and address of the initial managing members are Charles J. Goldman and R. Anthony Goldman, 804 Ocean Drive, 2nd Floor, Miami Beach, Florida 33139.
8. Organizer. The name and street address of the organizer of the limited liability company is Edward E. Levinson, P.A., 407 Lincoln Road, Miami Beach, Florida 33140

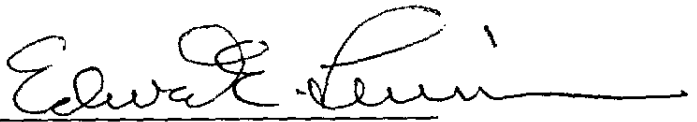
DATED this 22nd of December, 2004.


EDWARD E. LEVINSON

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for **MIDTOWN MIAMI PROPERTIES, LLC**, at the place designated herein, and being familiar with the obligations of such position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 2nd day of December, 2004.


EDWARD E. LEVINSON, ESQ.